

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8170 • (850) 342-8062 • Fax (850) 222-1222

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Low Tide Properties LLC

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Trade/Service Mark \_\_\_\_\_  
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RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
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Certificate of Good Standing \_\_\_\_\_  
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**ARTICLES OF ORGANIZATION**  
**OF**  
**LOW TIDE PROPERTIES, LLC**

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Each undersigned individual, being either a member or the authorized representative member, hereby presents these Articles of Organization to the Department of State of the State of Florida in accordance with Chapter 608, Florida Statutes, for the formation of a limited liability company under the laws of the State of Florida.

**ARTICLE I**

The name of the limited liability company (the "Company") is LOW TIDE PROPERTIES, LLC.

**ARTICLE II**

Unless and until the Company is dissolved by the unanimous consent of the members or by law, the Company will exist in perpetuity from the date of the filing of these Articles with the Florida Department of State.

**ARTICLE III**

The mailing address and street address of the Company's principal business office is: 1800 N.W. 89<sup>th</sup> Place, Miami, Florida 33172.

#### ARTICLE IV

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

Harold L. Lewis

Address of Registered Office

Haber, Lewis & Pathman, LLP  
One Biscayne Tower, Suite 3660  
2 South Biscayne Boulevard  
Miami, Florida 33131

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#### ARTICLE V

1. The members of the Company have the right to admit additional members from time to time as provided in the Regulations; and

2. The remaining members of the Company have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, and any other event which terminates the continued membership of a member in the Company.

#### ARTICLE VI

The business of the Company is to be managed by a manager or managers. The names and street addresses of the managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualify are as follows:

Name

Dwight E. Haight

Street Address

1800 N.W. 89<sup>th</sup> Place  
Miami, Florida 33172


## ARTICLE VII

The Company may exercise any powers, without limitation whatsoever, which a limited liability company may legally exercise under the laws of the State of Florida.

## ARTICLE VIII

The Company may indemnify any manager, member, officer, employee or agent of the Company to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned authorized representative of the Company has hereunto executed these Articles of Organization this 29 day of January, 1999.

  
\_\_\_\_\_  
Dwight E. Haight, Manager

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**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
HAROLD L. LEWIS

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF  
LOW TIDE PROPERTIES, LLC**

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STATE OF FLORIDA                     )  
  ) SS.:  
COUNTY OF MIAMI- DADE         )

BEFORE ME, the undersigned, personally appeared Dwight E. Haight, Manager of LOW TIDE PROPERTIES, LLC, being the limited liability company being formed hereunder, who, upon being duly sworn, hereby attests to the following, to the best of his knowledge and belief:

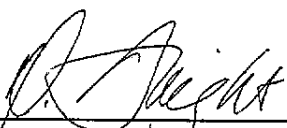
1. Dwight E. Haight is a Manager of LOW TIDE PROPERTIES, LLC, the limited liability company being formed hereby, and is delivering this affidavit in such capacity.
2. LOW TIDE PROPERTIES, LLC, is a limited liability company which has at least one (1) member.
3. The total amount of cash to be contributed by all of the members is \$ -0-.
4. The description and agreed upon value of property contributed by the members of property other than cash is as follows:

<u>Description</u>	<u>Agreed Upon Value</u>
Parcel of real property located in Monroe County, Florida.	\$400,000.00

5. The amount anticipated to be contributed by the members may increase to a total of \$ 410,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

  
\_\_\_\_\_  
Dwight E. Haight, Manager

STATE OF FLORIDA                    )  
  ) SS.:  
COUNTY OF MIAMI-DADE            )

The foregoing instrument was acknowledged before me this 29 day of January, 1999, by Dwight E. Haight, as Manager of LOW TIDE PROPERTIES, LLC, being the limited liability company being formed hereunder. He is personally known to the undersigned or has produced a Driver's license as identification and did take an oath.

William N. Jones

Notary Public, State of Florida

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



William N. Jones  
MY COMMISSION # 65571586 EXPIRES  
October 19, 2000  
BONDED THROUGH TROY FAIRBANKS, INC.

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