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SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 16 PM 3:54

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

The Lone Palm Company LLC

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other <u>LLC</u>

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****337.50 ****337.50

Ordered By: _____

Date: _____

ARTICLES OF ORGANIZATION
OF
THE LONE PALM COMPANY, L.L.C.
A Florida Limited Liability Company

ARTICLE 1

NAME

The name of this Limited Liability Company is:

The Lone Palm Company, L.L.C.

ARTICLE 2

DURATION

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of the original articles of organization by the Department of State of the State of Florida.

ARTICLE 3

PRINCIPAL OFFICE AND REGISTERED AGENT

The mailing address and street address of the principal office of the limited liability company is 289 John Anderson Drive, Ormond Beach, Florida 32176. The name and address of the registered agent of the limited liability company is J. Steven Garthe, 289 John Anderson Drive, Ormond Beach, Florida 32176.

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ARTICLE 4

MANAGEMENT

The limited liability company is to be managed by its members. The name and address of the members are:

J. Steven Garthe, as Trustee of the
J. Steven Garthe Revocable Trust of 1996
289 John Anderson Drive
Ormond Beach, Florida 32176

Doreen E. Garthe
289 John Anderson Drive
Ormond Beach, Florida 32176

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ARTICLE 5

CONTINUATION OF BUSINESS

Upon the death, bankruptcy, retirement, resignation, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may continue the legal existence and business of the limited liability company if (i) there is at least one remaining member or a new member is admitted, and (ii) within 90 days after the occurrence of the event of dissociation, the members, by a majority in interest vote, consent in writing to the continuation of the business.

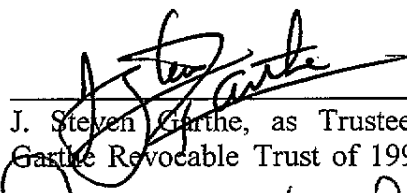
ARTICLE 6

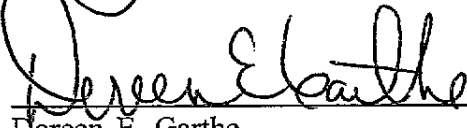
ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as an additional member without the unanimous consent of the founding members. If such person is admitted, he or she shall be subject to the

obligations and limitations in the Regulations and Operating Agreement of the limited liability company, as amended for the additional members.

IN WITNESS WHEREOF, the undersigned member does hereby execute and acknowledge these articles of organization this 15th day of March, 1999.



J. Steven Garthe, as Trustee of the J. Steven
Garthe Revocable Trust of 1996


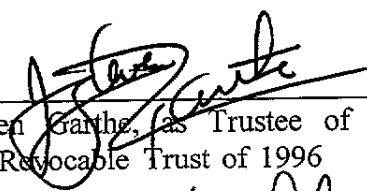
Doreen E. Garthe

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of The Lone Palm Company, L.L.C. depose and say:

1. the above named limited liability company has at least two (2) members;
2. the total amount of cash contributed by the members is \$100.00.
3. if any, the agreed net fair market value of property other than cash contributed by members is \$ 0;
4. the total amount of cash or property anticipated to be contributed by members is \$100. This total includes amounts from items 2 and 3 above.



J. Steven Garthe, as Trustee of the J. Steven
Garthe Revocable Trust of 1996

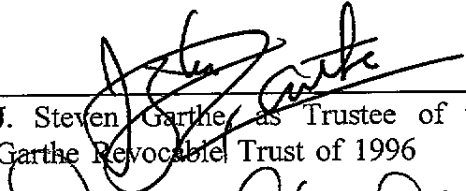


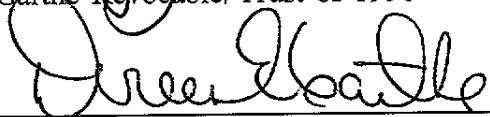
Doreen E. Garthe

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**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 608.415 Florida Statutes, The Lone Palm Company, L.L.C. hereby designates J. Steven Garthe and 289 John Anderson Drive, Ormond Beach, Florida 32176 its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

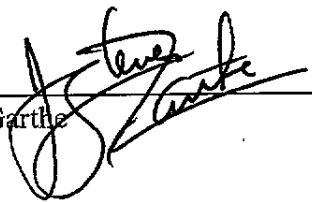


J. Steven Garthe, as Trustee of the J. Steven
Garthe Revocable Trust of 1996


Doreen E. Garthe

ACCEPTANCE OF DESIGNATION

The undersigned understands the obligations of and hereby accepts the foregoing designation as registered agent of The Lone Palm Company, L.L.C., for service of process within the State of Florida.



J. Steven Garthe

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