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Account Name : LEVIN AND TANNENBAUM, P.A.
Account Number : T19980000105
Phone : (941)316-0111
Fax Number : (941)316-0515

12

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LIMITED LIABILITY COMPANY

Surfing Seniors, LLC

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
SURFING SENIORS, LLC**

The undersigned member or authorized representative of a member of SURFING SENIORS, LLC deposes and says:

1. The above named limited liability company has at least two members
2. The total amount of cash contributed by the members is \$ 20,000.
3. If any, the agreed value of property other than cash contributed by members is \$ 0. A description of the property is attached and made a part herto.
4. The total amount of cash or property anticipated to be contributed by members is \$ 0.
5. The total amounts of (2), (3) and (4) above is 20,000

In accordance with Section 608.408(3) Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.

SURFING SENIORS, LLC

By: Andrew D. Boyarsky

Andrew D. Boyarsky, Manager

STATE OF FLORIDA
COUNTY OF SARASOTA

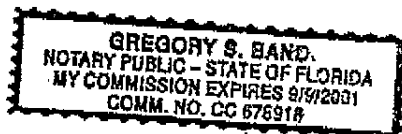
The foregoing instrument was acknowledged before me on May 10, 1999 by Andrew D. Boyarsky who is personally known to me.

My Commission Expires:

Notary Public State of Florida

Gregory S. Band

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ARTICLES OF ORGANIZATION OF SURFING SENIORS, LLC

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I NAME

The name of the limited liability company shall be SURFING SENIORS, LLC, and its principal place of business shall be in the County of Sarasota, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

Prepared by: Gregory S. Band, Esquire
Levin and Tannenbaum, P.A.
1680 Fruitville Rd., Suite 102
Sarasota, FL 34236
FL Bar # 869902
Phone # (941) 316-0111 Fax # (941) 316-0515

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3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business,

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exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV DURATION

The period of duration for this limited liability company shall be perpetual unless dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE V PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office and mailing address of this limited liability company shall be located at 3931 Roberts Point Road, Sarasota, County of Sarasota, State of Florida 34242.

ARTICLE VI MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve as such until the first annual meeting of members or until their successors are elected and qualify is as follows:

Andrew D. Boyarsky, 3931 Roberts Point Road, Sarasota, FL 34242

ARTICLE VII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3931 Roberts Point Road, Sarasota, FL 34242, and the name of its initial registered agent at such address is Andrew D. Boyarsky.

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ARTICLE VIII RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except as set forth in the regulations of the limited liability company.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original member of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of SURFING SENIORS, LLC.

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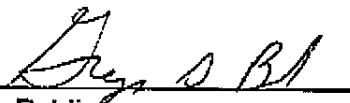
Executed by the undersigned at Sarasota, Florida on May 10, 1999.



Andrew D. Boyarsky

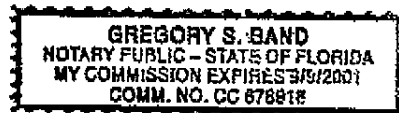
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10th day of May, 1999 by Andrew D. Boyarsky, as managing member, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.



Notary Public
Print Name _____

My Commission Expires:

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Having been named as Registered Agent and to accept service of process for SURFING SENIORS, LLC at the place designated in Article VII, 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.

May 10, 99
Date

Andrew D. Boyarsky
Andrew D. Boyarsky

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