

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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LIMITED LIABILITY COMPANY

BEACH, L.L.C.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
BEACH, L.L.C.**

ARTICLE I. - NAME

The name of the limited liability company shall be BEACH, L.L.C. (the "Company").

ARTICLE II. - DURATION

The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless such business is to be continued in accordance with the provisions hereof.

ARTICLE III. - PURPOSE

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE IV. - MAILING ADDRESS AND STREET ADDRESS

The mailing address and street address of the principal office of the Company is:

7150 Estero Boulevard
Unit 501
Fort Myers Beach, Florida 33931

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Prepared by: Theresa M. Kolish, Esq.
Florida Bar No.: 0012173
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

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ARTICLE V. - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company is:

<u>Name</u>	<u>Address</u>
Joseph E. Allardt	7150 Estero Boulevard Unit 501 Fort Myers Beach, Florida 33931

ARTICLE VI. - MEMBERSHIP INTEREST

The regulations of the Company shall provide that a member's interest in the Company shall be evidenced by a Certificate of Membership Interest issued by the Company, and the Company shall maintain a registry of those certificates.

ARTICLE VII. - ADMISSION OF ADDITIONAL MEMBERS

No additional members to the Company may be admitted, except with the unanimous written consent of the Members. No interest of a Member may be transferred except as provided in the Company's Regulations.

ARTICLE VIII. - MEMBERS RIGHT TO CONTINUE BUSINESS

If a Member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members shall continue the business of the Company, unless a vote to dissolve is passed by unanimous written agreement.

ARTICLE IX. - MANAGEMENT OF THE COMPANY

Management of the Company is reserved to the Members, and each Member shall act as a Managing Member. The names and addresses of the Initial Managing Members are:

<u>Name</u>	<u>Address</u>
Joseph E. Allardt	7150 Estero Boulevard Unit 501 Fort Myers Beach, Florida 33931

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Kenneth Nagel

518 Sarah Drive
Angola, Indiana 46703

ARTICLE X. - REGULATIONS

The Members shall have the power to adopt, alter, amend, or repeal the Regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

IN WITNESS WHEREOF, the undersigned, being one of the original Members of the Company, has executed these Articles of Organization, this 12TH day of May, 1999.


JOSEPH E. ALLARDT, Member

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of BEACH, L.L.C. deposes and says:

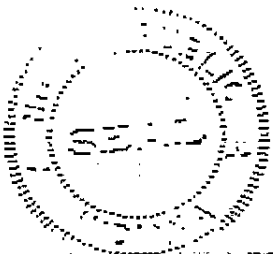
1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the Members is \$1,000.00. The property other than cash contributed by the Members is described as None and the agreed value thereof is \$0.00.
3. The total amount of cash or property anticipated to be contributed by the Members is \$1,000.00. This total amount includes the amounts from 2 above.

Joseph E. Allardt
 JOSEPH E. ALLARDT, Member

STATE OF INDIANA)
) SS.:
 COUNTY OF DELAWARE

BEFORE ME, the undersigned authority, personally appeared Joseph E. Allardt, who after first being duly sworn, acknowledged that he executed before me the foregoing instrument on behalf of the said Company for the purposes therein expressed. He is personally known to me or produced DRIVERS LICENSE as identification.

WITNESS my hand and official seal in the State of Indiana this 12TH day of May, 1999.



Laura A. Woolard
 NOTARY PUBLIC
 Print Name: Laura A. Woolard
 My Commission Expires: 5/22/07

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Henderson, Frank

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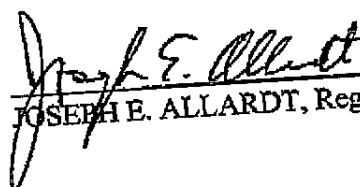
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: BEACH, L.L.C.
2. The name and address of the registered agent and office is:

Joseph E. Allardt
7150 Estero Boulevard
Unit 501
Fort Myers Beach, Florida 33931

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.


JOSEPH E. ALLARDT, Registered Agent

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