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Florida Department of State

Division of Corporations

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Fax Number : (850) 922-4003

From:

Account Name : WICKMAN & WYCKOFF, P.A.

Account Number : I19980000073

Phone : (941) 795-6565

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LIMITED LIABILITY COMPANY

S & P GULF COAST INVESTMENTS, L.C.

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$285.00 |

| | |
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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The name of the limited liability company is **S & P GULF COAST INVESTMENTS, L.C.**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the limited liability company is
817 South Gondola Drive, Venice Florida 34293.

ARTICLE III - DURATION

The term of duration for the limited liability company shall be perpetual.

ARTICLE IV - MANAGEMENT

The limited liability company is managed by managers and the name and address of the initial
managers are:

Donna L. Price
817 South Gondola Drive
Venice Florida 34293

Harold W. Szczepanski
927 Plum Tree Lane
Sarasota, Florida 34243

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ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the company except upon the written consent of the
managers and at least a seventy-five percent (75%) majority in interest of all the voting-members of the
company. A member may transfer his/her/its interest in the company as set forth in the regulations of
the company, but the transferee shall have no right to participate in the management of the business and
affairs of the company or become a member unless the managers and a seventy-five percent (75%)
majority in interest of the voting members of the company (exclusive of the member proposing to dispose
of his/her/its interest) approve of the proposed transfer in writing.

Prepared by:
John E. Wickman
Wickman & Wyckoff, P.A.
4909 Manatee Avenue West
Bradenton, FL 34209 (941) 795-6565
Fla. Bar No. 0046884

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ARTICLE VI - MEMBER'S RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE VII - EFFECTIVE DATE

Pursuant to the provisions of Chapter 608, Florida Statutes, this limited liability company shall begin in existence upon the filing of these Articles of Organization.


JOHN E. WICKMAN, Authorized Representative
of a Member

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**S & P GULF COAST INVESTMENTS, L.C.
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:

S & P GULF COAST INVESTMENTS, L.C.

2. The name and address of the registered agent and office is:

Wickman & Wyckoff, P.A.

(Name)

4909 Manatee Avenue West

(P.O. Box or Mail Drop Box **NOT** acceptable)

Bradenton, Florida 34209

(City/State/ZIP)

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

**Wickman & Wyckoff, P.A., a Florida professional
service corporation**

By: 

John E. Wickman, President

Dated: July 7, 1999

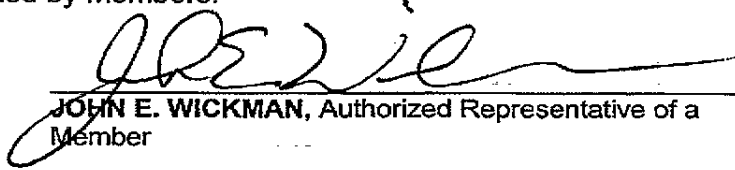
Filing Fee: \$ 35 for Designation of Registered Agent

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**S & P GULF COAST INVESTMENTS, L.C.
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of **S & P GULF COAST INVESTMENTS, L.C.** deposes and says:

1. The above-named limited liability company has at least one (1) member.
2. The total amount of cash contributed by the members is Zero Dollars (\$0.00). No property has been contributed by the members.
3. The total amount of cash anticipated to be contributed by members is One Thousand Dollars (\$1,000.00). This total includes the amount from two above. No personal property is anticipated to be contributed by members.



JOHN E. WICKMAN, Authorized Representative of a
Member

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