

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-722-0606 • Fax (850) 222-1222

L99000004110

Crescent Inn, L.C.

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****337.50 ****337.50

___ Art of Inc. File _____

___ LTD Partnership File _____

___ Foreign Corp. File _____

L.C. File _____

___ Fictitious Name File _____

___ Trade/Service Mark _____

___ Merger File _____

___ Art. of Amend. File _____

___ RA Resignation _____

___ Dissolution / Withdrawal _____

___ Annual Report / Reinstatement _____

Cert. Copy _____

___ Photo Copy _____

___ Certificate of Good Standing _____

___ Certificate of Status _____

___ Certificate of Fictitious Name _____

___ Corp Record Search _____

___ Officer Search _____

___ Fictitious Search _____

___ Fictitious Owner Search _____

___ Vehicle Search _____

___ Driving Record _____

___ UCC 1 or 3 File _____

___ UCC 11 Search _____

___ UCC 11 Retrieval _____

___ Courier _____

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TALLAHASSEE FLORIDA

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RECEIVED

52
7-9-99

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

CS 7/8 9:12



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 8, 1999

CAPITAL CONNECTION

SUBJECT: CRESCENT INN, L.C.
Ref. Number: W99000015678

We have received your document for CRESCENT INN, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

In article IX the word corporation must be changed.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 799A00035383

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ARTICLES OF ORGANIZATION
OF

CRESCENT INN, L.C.,
A Florida Limited Liability Company

The undersigned 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 serve as the Charter and authority for the conduct of business of the limited liability company.

Article I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **CRESCENT INN, L.C.**, and its principal office shall be located at 451 Beach Road, Sarasota, FL 34242, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The address listed above is also the mailing address.

Article II
PURPOSES AND POWERS

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

1. To engage in any activity or business authorized under 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 set forth in these Articles to the same extent as a natural person might or could do.

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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 these 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, 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 in these Articles or 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance

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lawfully do 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 set forth in these Articles, either alone or in association with others incidental of 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.

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 contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

Article III
EXERCISE OF POWERS

All limited liability company powers shall be exercised under the authority of, and the business and affairs

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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
MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MATTHEW P. ELLIS	451 Beach Road, Sarasota, FL 34242
CATHY J. ELLIS	451 Beach Road, Sarasota, FL 34242

ARTICLE V
MEMBERSHIP RESTRICTIONS

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 with unanimous written consent of all members.

On 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

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continue the business on unanimous consent of the remaining members.

ARTICLE VI
DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

Initial Registered Office and Registered Agent

The street address of the initial Registered Office of the limited liability company is 451 Beach Road, City of Sarasota, County of Sarasota, State of Florida, area code 34242, and the name of the initial Registered Agent of this limited liability company at the address is MATTHEW P. ELLIS, ESQUIRE.

The undersigned, being one of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Crescent Inn, L.C.

WITNESS my hand and seal at Sarasota, Florida, this 7th day of July, 1999.


MATTHEW P. ELLIS

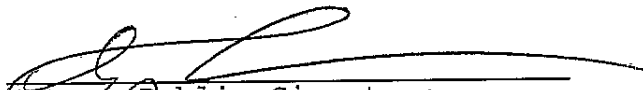
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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this
7th day of July, 1999, by MATTHEW P. ELLIS, who is personally
known to me or who produced _____ as
identification.



Notary Public Signature
Printed Name _____
My commission expires: _____



Stephanie A. Reinicke
MY COMMISSION # CC501001 EXPIRES
December 16, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

State of Florida
County of Sarasota

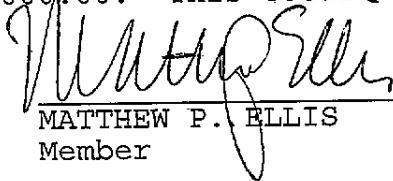
In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of Crescent Inn, L.C. deposes and says:

1. The limited liability company identified above has at least two members,

2. The total amount of cash contributed by the members is \$1,000.00.

3. If any, the agreed value of property other than cash contributed by the members is \$0.

4. The total amount of cash or property anticipated to be contributed by the members is \$1,000.00. This total includes the amounts from 2 and 3 above.


MATTHEW P. ELLIS
Member

The foregoing instrument was acknowledged before me this July 7, 1999 by Matthew P. Ellis on behalf of Crescent Inn, L.C., a limited liability company. He is personally known to me or has produced _____ as identification.


NOTARY PUBLIC



Stephanie A. Reinicke
MY COMMISSION # CC501001 EXPIRES
December 16, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida
County of Sarasota

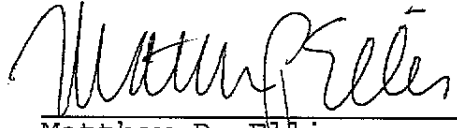
Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Crescent Inn, L.C.

The name of the registered agent for Crescent Inn, L.C. is Matthew P. Ellis and the street address of the company's principal office where the agent is located is 451 Beach Road, Sarasota, FL 34242.

This statement is to acknowledge that, as indicated above, Crescent Inn, L.C. has appointed me, Matthew P. Ellis, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated 7-7-99



Matthew P. Ellis

The foregoing instrument was acknowledged before me this 7-7-99 by Matthew P. Ellis, registered agent on behalf of Crescent Inn, L.C., a limited liability company. He is personally known to me or has produced _____ as identification.



NOTARY PUBLIC



Stephanie A. Reinicke
MY COMMISSION # CG501001 EXPIRES
December 16, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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