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FRANKLIN H. WATSON, P.A.

ATTORNEY AT LAW

5365 E. COUNTY HIGHWAY 30-A, SUITE 105

SEAGROVE BEACH, FL 32459

PH: (850) 231-3465 • FAX: (850) 231-3475

July 19, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/22/99-01057-012

***293.75 ***293.75

SUBJECT: Seagrove Village Market, LLC

To Whom It May Concern:

Enclosed is an original and one (1) copy of the Articles of Organization and a check for the amount of \$293.75 encompassing the following fees:

\$250.00 Filing fee for Articles of Organization and Affidavit

\$35.00 Designation of Registered Agent

\$8.75 Certificate of Status

If you have any questions or concerns regarding the enclosed, please do not hesitate to contact me at 850-231-3465.

FROM: FRANKLIN H. WATSON, P. A.
5365 E. Highway 30-A
Suite 105
Seagrove Beach, FL 32459
Phone: 850-231-3465

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DIVISION OF CORPORATIONS
TALLAHASSEE, FL
JUL 22 1999



**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Seagrove Village Market, LLC
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit

\$ 35.00 Designation of Registered Agent

A letter of acknowledgment will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.

Please send one check for the total amount made payable to the Florida Department of State.

FROM: Franklin H. Watson, P.A.
Name (Printed or typed)

5365 E. Hwy 30-A, Suite 105
Address

Seagrove Beach, FL 32459
City, State & Zip

(850) 231-3465
Daytime Telephone number

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
Seagrove Village Market, LLC a
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Seagrove Village Market, LLC

ARTICLE II - Address:

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

3004 S. Hwy 395
Seagrove Beach, Fl. 32459

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

George Hartley
3004 S. Hwy 395
Seagrove Beach, Fl. 32459

Ann Hartley
3004 S. Hwy 395
Seagrove Beach, Fl. 32459

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The number of managers may be increased or decreased from time to time by amendment to, or in the manner provided by, Seagrove Village Market, LLC's Regulations.

ARTICLE V - Manager Liability:

The manager(s) of Seagrove Village Market, LLC, shall not be liable to the Limited Liability Company or its members for monetary damages for an act or omission in the manager(s)'s capacity as manager(s), except as provided for in Chapter 608 of the Florida Statutes. Any repeal or amendment of this Article V by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of the manager(s) of the Limited Liability Company existing at the time of such repeal or amendment. In addition to the circumstances in which the manager(s) of the Limited Liability Company is/are not liable as set forth in the

preceding sentences, the manager(s) shall not be liable to the fullest extent permitted by any provision of the Florida Statutes hereafter enacted that further limits the liability of the manager(s) or of a director of a corporation.

ARTICLE VII - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Additional members may be admitted upon the approval by the manager. This admission is not subject to consent of non-manager members.

ARTICLE VIII - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to 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 is hereby granted as provided in Seagrove Village Market, LLC's Regulations.


ARTICLE XI - Organizer

The name and address of the organizer of the Limited Liability Company is:

FRANKLIN H. WATSON, P.A.
5365 E. Hwy. 30-A, Suite 105
Seagrove Beach, FL 32459

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge we are filing the foregoing Articles of Organization under the laws of the State of Florida this 19th day of July, 1999.

FRANKLIN H. WATSON, P.A.


Franklin H. Watson, President

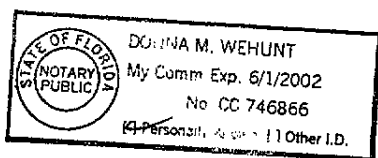
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1999

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 19th day of July, 1999, by Franklin H. Watson, as President of Franklin H. Watson, P.A., who is personally known to me.

WITNESS my hand and seal this 19th day of July, 1999.

Affix Seal



Donna M. Wehunt
Name: Donna M. Wehunt
Notary Public
My commission expires: 6-1-2002

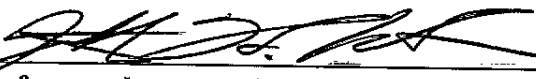
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DIVISION OF
CLERK OF
SUPERIOR COURT
JUL 22 1999

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Seagrove Village Market, LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contribution by the member(s) is: \$ 0
- 3) if any, the agreed value of property other than cash contributed by member(s) is: \$ 0
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is: \$300,000.00
- 5) the total amount of 2, 3 and 4 is: \$300,000.00



Signature of a member or authorized representative of a member.

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

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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: Seagrove Village Market, LLC

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

FRANKLIN H. WATSON, P.A.

(NAME)

5365 E. Hwy. 30-A, Suite 105

(P.O. BOX NOT ACCEPTABLE)

Seagrove Beach, FL 32459

(CITY/STATE/ZIP)

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SECRET
DIVISION OF REVENUE
FLORIDA

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.


FRANKLIN H. WATSON, PRESIDENT

07/19/99
(DATE)

Filing Fee: \$35 for Designation of Registered Agent