

Division of Corporations

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From:

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Phone : (941) 748-0100
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LIMITED LIABILITY COMPANY

White Sands Investors, LLC

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

ARTICLE I - NAME

The name of the limited liability company is **White Sands Investors, LLC.**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the limited liability company is:

2217 Gulf Drive North
Bradenton Beach, FL 34217

ARTICLE III - DURATION

The duration of the limited liability company shall be perpetual.

ARTICLE IV - MANAGEMENT

The limited liability company is managed by managers and the names and addresses of the initial managers are:

David C. Eckel
2217 Gulf Drive North
Bradenton Beach, FL 34217

F. Donald Herman
3701 Osprey Avenue South
Sarasota, FL 34239

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her 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 all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous consent.

Prepared by:
Stephen J. Gravo de Peralta
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
Bradenton, FL 34205 (941) 748-0100
Fla. Bar No. 0155624

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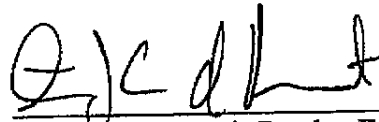
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ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right 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 (a "Withdrawal Event"), or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be only upon the consent of all of the remaining Members within 90 days after the Withdrawal Event and there are at least two remaining members, or, if there are not at least two remaining members, the remaining member admits a new member within 90 days after the Withdrawal Event.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 26th day of August, 1999.



Stephen J. Grave de Peralta, Esq.
Authorized Representative

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**WHITE SANDS INVESTORS, LLC
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:

White Sands Investors, LLC

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

Blalock, Landers, Walters & Vogler, P.A.

(Name)

802 11th Street West

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

Bradenton, Florida 34205

(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.

Blalock, Landers, Walters & Vogler, P.A.

By: 

Print Name: Clifford L. Walters

Its: Vice President

Dated: August 26, 1999

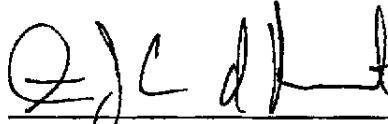
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**WHITE SANDS INVESTORS, LLC
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned members of **White Sands Investors, LLC** depose and say:

1. The above-named limited liability company has at least two (2) members.
2. No cash or real property has been contributed by the members.
3. Five Hundred Thousand (\$500,000) Dollars and no real property is anticipated to be contributed by the members.



Stephen J. Grave de Peralta, Esq.
Authorized Representative

(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.)

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