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August 24, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

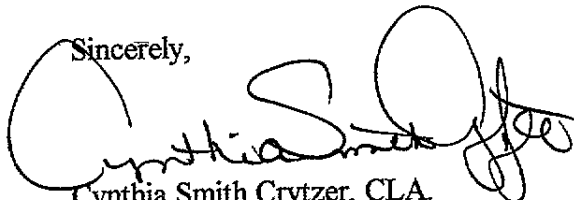
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Ladies & Gentlemen:

Enclosed please find the Articles of Organization for FLIP A COIN, L.C., a limited liability company, the Registered Agent's Certificate, the Supplemental Affidavit and a check in the amount of \$346.25 representing your filing fee. Please forward the Certificate to me in the enclosed overnight mail envelope.

Thank you for your assistance with this matter. If you have any questions, feel free to call me.

Sincerely,

  
Cynthia Smith Crytzer, CLA  
Certified Legal Assistant

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**ARTICLES OF ORGANIZATION  
FOR  
FLIP A COIN, L.C.,  
A LIMITED LIABILITY COMPANY**

**ARTICLE I**

The Name of the Limited Liability Company is:

**FLIP A COIN, L.C.**

**ARTICLE II**

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

**5079 Tamiami Trail East  
Naples, Florida 34113**

**ARTICLE III**

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

The period of the company's existence shall be perpetual beginning on the date of the filing of these articles of organization with the Secretary of State of the State of Florida unless it is sooner terminated under the terms of the operating agreement.

**ARTICLE IV**

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Victor R. Brighton  
5079 Tamiami Trail East  
Naples, Florida 34113

Michael A. McGee  
5079 Tamiami Trail East  
Naples, Florida 34113

**ARTICLE V**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be, as set forth in the operating agreement.

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## ARTICLE VI

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 membership of a member in the limited liability company shall be:

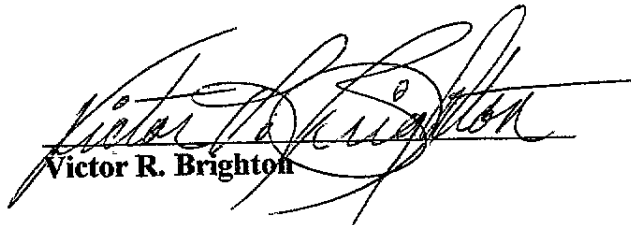
The remaining Members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which terminates the continued membership of a Member in the limited liability company, only by the affirmative unanimous vote of the remaining Member(s), within ninety (90) days after the occurrence of such event. If not so exercised, the right of the Member(s) to continue the business of the Company shall expire and the Company's affairs shall be wound up.

## ARTICLE VII

The undersigned member or authorized representative of a member of FLIP A COIN, L C, certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the member(s) is \$ -0-
3. if any, the agreed value of the property other than cash contributed by member(s) is \$45,000.00  
(a description of the property is attached and made a part hereto.) and;
4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$45,000.00

Dated: 8/24/99

  
Victor R. Brighton

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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

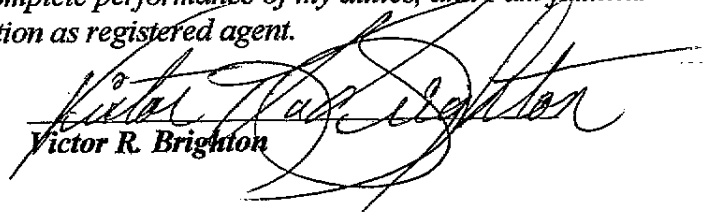
1. The name of the limited liability company is:

**FLIP A COIN, L.C.**

2. The name and the Florida street address of the registered agent are:

**Victor R. Brighton  
5079 Tamiami Trail, East  
Naples, Florida 34113**

*Having been named as registered 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.*

  
**Victor R. Brighton**

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**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR A LIMITED LIABILITY COMPANY  
FLIP A COIN, L.C.  
a Florida Limited Liability Company**

FLIP A COIN, L.C., a Florida limited liability company, executes this supplemental affidavit filed pursuant to Section 608.412, Florida Statutes, and certifies that:

1. The total amount of the capital contributions of the members is \$45,000.00. Legal description as follows:

**Unit B-1, The Village Falls at Naples, a Commercial Condominium,  
according to the Declaration of Condominium thereof recorded in Official  
Record Book 1178, Pages 626 through 685 of the Public Records of Collier  
County, Florida.**

Under Penalty of Perjury, I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.

Dated: 8/24/99

  
Victor R. Brighton

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