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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : WILLIAM J. FULLER, III, P.A.
Account Number : 072571002041
Phone : (813) 951-1234
Fax Number : (813) 952-1530

LIMITED LIABILITY COMPANY

Uke Can Swim, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$285.00

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**ARTICLES OF ORGANIZATION
OF
UKE CAN SWIM, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I: NAME

The name of the Limited Liability Company shall be Uke Can Swim, L.L.C.

ARTICLE II: ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 7135 Gulf of Mexico Drive, Dolphin 14, Longboat Key, Florida 34228.

ARTICLE III: PURPOSE

The purpose for which the Limited Liability Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: DURATION

The period of duration for the Limited Liability Company shall commence on the date these Articles of Organization are filed by the Secretary of State and shall continue perpetually unless terminated: (1) in accordance with the regulations of the Limited Liability Company, (2) by the unanimous written agreement of all Members, (3) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (4) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Limited Liability Company may be continued with the consent of a majority of the remaining Members of the Limited Liability Company or by the amendment of these Articles of Organization providing for the continued existence of the Company.

Prepared by:
William J. Fuller, III
1530 Cross St., Sarasota, FL 34236
Telephone: 941-951-1234
Florida Bar No. 218626

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ARTICLE V: MANAGEMENT

The Limited Liability Company shall be conducted, carried on, and managed by no fewer than one (1) Manager who shall be elected annually by the Members of the Limited Liability Company in the manner prescribed by and provided in the Regulations of the Limited Liability Company. The Manager shall also have the rights and responsibilities set forth in the Regulations of the Limited Liability Company. The name and address of the initial Manager is:

Patricia P. Wyhinny, 7135 Gulf of Mexico Drive, Dolphin 14, Longboat Key, Florida 34228

This manager shall serve in such capacity until the first annual meeting of the Members or until the successor to this Manager is duly elected and qualified.

ARTICLE VI: ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Limited Liability Company upon the written application of such New Member in the manner set forth in the Regulations of the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with the unanimous written consent of all Members.

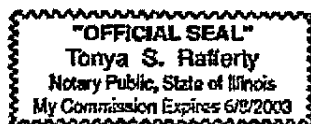
ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The Limited Liability Company hereby designates 7135 Gulf of Mexico Drive, Dolphin 14, Longboat Key, Florida 34228 as the street address of the initial registered office of the Limited Liability Company and hereby designates Patricia P. Wyhinny as the initial registered agent of the Limited Liability Company at that address to accept service of process within the State of Florida.

In witness whereof, the undersigned has signed these Articles of Organization this September 20, 1999.

[Signature]

Patricia P. Wyhinny
Patricia P. Wyhinny W5004 955-0917



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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONSSTATE OF ILLINOIS
COUNTY OF COOK

In compliance with Section 608.407(2), Florida Statutes, the undersigned Member or authorized representative of a member of UKE CAN SWIM, L.L.C. hereby declares under oath that:

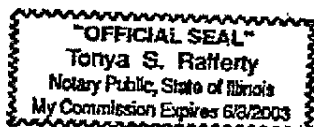
1. The Limited Liability Company has at least one member.
2. The total amount of cash contributed by the member is \$100.00.
3. If any, the agreed value of property other than cash contributed by the Member is: None.
4. The total amount of cash and property anticipated to be contributed by Members is \$100.00. This includes the amount set forth in Item 2 above.

Patricia P. Wyhinny
Patricia P. Wyhinny

STATE OF ILLINOIS
COUNTY OF COOK

The foregoing instrument was acknowledged before me this September 20th 1999, by PATRICIA P. WYHINNY. She is personally known to me or who produced DRIVERS LICENSE as identification.

Tonya S. Raftery
NOTARY PUBLIC



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**CERTIFICATE OF DESIGNATION AND CONSENT OF
REGISTERED AGENT AND 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 UKE CAN SWIM, L.L.C.
2. The name and street address of the registered agent are:

Patricia P. Wyhinny
7135 Gulf of Mexico Drive, Dolphin 14
Longboat Key, Florida 34228

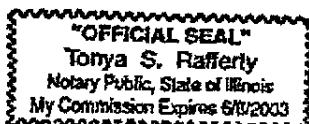
Having been named as registered agent and to accept service of process for the above-stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

Patricia P. Wyhinny
Patricia P. Wyhinny W5500-4955-0907

STATE OF ILLINOIS
COUNTY OF COOK

The foregoing instrument was acknowledged before me this September 20th, 1999, by PATRICIA P. WYHINNY who is personally known to me or who produced DRIVERS LICENSE as identification.

Tonya S. Rafferty
NOTARY PUBLIC



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