

Bruce S. Hughes

2725 St. Thomas Drive

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L990000006277

September 15, 1999

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

800003000348--9
-09/29/99-01054--008
***285.00 ***285.00

Dear Registration:

Attached are the Articles of Organization for Tropical Daze, L.L.C., the Certificate of Designation of Registered Agent/Registered Office. Also included is a check made payable to the Florida Department of State in the amount of \$ 285 which represents payment for the Filing Fee of \$ 250 and the Designation of Registered Agent of \$35.

If you need any further information please call me or email me at the above numbers.

Sincerely,



Bruce S. Hughes

EFFECTIVE DATE
9-30-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-1-99

**ARTICLES OF ORGANIZATION
FOR
TROPICAL DAZE, L.L.C.**

ARTICLE I

The name of the Limited Liability Company (hereafter referred to as the "Company") is:
Tropical Daze, L.L.C.

ARTICLE II

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

2725 St. Thomas Drive
Punta Gorda, FL 33950-6367

ARTICLE III

The period of duration for the Company shall be for 41 (forty) years and three months and one day beginning September 30, 1999 and ending on December 31, 2040.

ARTICLE IV

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

Ross G. Hanchuck
2725 St. Thomas Drive
Punta Gorda, FL 33950

Bruce S. Hughes
2725 St. Thomas Drive
Punta Gorda, FL 33950

ARTICLE V

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

- (i) A majority of the members of the Company shall be entitled to approve the admission of a new member. Each member shall have a vote according to his or her percentage of ownership of the Company.
- (ii) If a prospective new member is purchasing the company, the prospective new member must contribute an amount cash or assets equal to the fair market value of the assets of the Company less the liabilities plus an amount equal to 500% of the average net earnings of the Company up to the most recent five years.

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TALLAHASSEE, FLORIDA

- (iii) A member of the Company may sell his or her shares to a prospective new member providing that the remaining members (excluding the member selling) approve by two thirds majority. Each remaining member shall have a proportion of votes equaling to the total amount of his or her shares divided by the total amount of all members shares excluding the shares of the member wishing to sell his or her shares.

ARTICLE VI

The right of the remaining members of the 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 Company shall be granted providing that:

- (i) Unless otherwise agreed by the departing member or the personal representative of a deceased member's estate a departing member shall be entitled to compensation for his or her ownership in the Company in accordance with the following formula:

The fair market value of the assets of the Company less the liabilities of the Company

Plus

The average earnings up to the most recent 5 years multiplied by 500%

Times

The departing members percentage of ownership

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ARTICLE VII

The undersigned member of Tropical Daze, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is \$ 5,000
- 3) the agreed value of property other than cash contributed by members is \$ 10,000
(A description of the property is attached and made a part hereto.); and
- 3) the total amount of cash and property contributed and anticipated to be contributed by members is \$ 15,000



Signature of member

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

Bruce S. Hughes

Printed name of signee

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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.

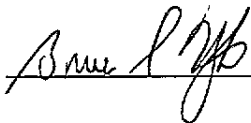
1. The name of the limited liability company is: Tropical Daze, L.L.C.
2. The name and the Florida street address of the registered agent are:

Bruce S. Hughes

2725 St. Thomas Drive

Punta Gorda, Florida 33950-6367

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.



Bruce S. Hughes

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