

6000
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

L990000006843

FILING COVER SHEET
ACCT. #FCA-14

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

CONTACT: CINDY HICKS

DATE: 10-18-99

REF. #: 0333.8721

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-10/18/99--01052--018
***1085.00 ***155.00

CORP. NAME: ~~1. P.B. WILDLIFE, L.L.C.~~
2. WINGS WILDLIFE BOUTIQUE, L.L.C.
~~3. WINGS ON THE BEACH, L.L.C.~~
~~4. MANGO BAY BEACH COMPANY, L.L.C.~~
~~5. SANIBEL WILDLIFE T-SHIRTS, L.L.C.~~
~~6. EDISON BEACH & SPORT, L.L.C.~~
~~7. P.B.W. MANAGEMENT, L.L.C.~~

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 18 PM 2:07

() ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION
() ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME
() FOREIGN QUALIFICATION () LIMITED PARTNERSHIP (XX) LIMITED LIABILITY
() REINSTATEMENT () MERGER () WITHDRAWAL
() CERTIFICATE OF CANCELLATION () UCC-1 () UCC-3
() OTHER: _____

MJH

STATE FEES PREPAID WITH CHECK# 6217 FOR \$ 1,085

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

RECEIVED
99 OCT 18 AM 11:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COST LIMIT: \$ _____

PLEASE RETURN:

(XX) CERTIFIED COPY () CERTIFICATE OF GOOD STANDING () PLAIN STAMPED COPY
() CERTIFICATE OF STATUS

**ARTICLES OF ORGANIZATION FOR WINGS WILDLIFE
BOUTIQUE, L.L.C.**

ARTICLE I

Name

The name of the Limited Liability Company is Wings Wildlife Boutique, L.L.C.

ARTICLE II

Address

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

2070 Andrea Lane, Ste. I
Ft. Myers, FL 33912

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 and the name and address of such manager is :

Brian J. Scanlan
c/o Wings Wildlife Boutique, Inc.
2070 Andrea Lane, Ste. I
Ft. Myers, FL 33912

ARTICLE V

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:

Approval of all members.

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99 OCT 18 PM 2:07

ARTICLE VI
Members Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business of 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 shall be by the unanimous vote by the remaining member(s).

Wings Wildlife Boutique, Inc.

By: Brian J. Scanlan
Brian J. Scanlan, President

(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.)

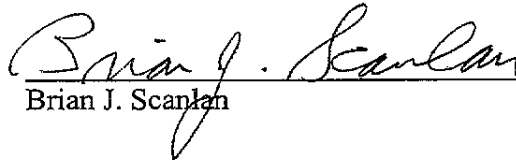
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: Wings Wildlife Boutique, L.L.C.
2. The name and the Florida street address of the registered agent are:

Brian J. Scanlan
2070 Andrea Lane, Ste. I
Ft. Myers, FL 33912

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.


Brian J. Scanlan