L02000028031

Bayshore Land Group, Inc.

*a realty and development company*

October 7, 2002

State of Florida
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

VIA U.P.S.
(850-245-6051)

*RE:* *Articles of Organization*
*Florida Realty Sales, L.L.C.*

500008364575--9
-10/14/02--01072--004
****125.00 ****125.00

Enclosed is a check in the amount of $125.00, made payable to: Florida Department of State, along with the Articles of Organization for , L.L.C.

Please call me if you have any questions or need additional information.

Sincerely,

Effective Date-
10-7-02

Christopher J. MacNair
Manager, Florida Realty Sales, L.L.C.

Attachments

~~W02-29487~~

02 OCT 14 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVAL AND FILED

DeptofStae.FRS

255 Alhambra Circle, Suite 325, Coral Gables, Florida 33134 • 305-445-6161 • fax 305-445-6077

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 15, 2002

CHRISTOPHER J. MACNAIR
BAYSHORE LAND GROUP, INC.
255 ALHAMBRA CIRCLE, STE. 325
CORAL GABLES, FL 33134

SUBJECT: FLORIDA REALTY SALES, LLC
Ref. Number: W02000029687

We have received your document for FLORIDA REALTY SALES, LLC and your check(s) totaling $125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be titled "ARTICLES OF ORGANIZATION".

Please find Articles of Organization enclosed for your convenience.

The document must contain the entity's complete mailing address.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 802A00057422

02 OCT 14 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION**
**OF**
**FLORIDA REALTY SALES, LLC**

The undersigned member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

## ARTICLE I

## NAME OF COMPANY

The name of the limited liability company is Florida Realty Sales, LLC (the "Company").

## ARTICLE II

## PERIOD OF DURATION

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law. The effective date of these Articles of Organization shall be October 7, 2002.

## ARTICLE III

## REGISTERED OFFICE AND AGENT

The address of the Company's principal office and the mailing address of the Company is as follows: c/o Bayshore Land Group, Inc., 255 Alhambra Circle, Suite 325, Coral Gables, Florida 33134. The name and address of the Company's initial registered agent in the State of Florida is as follows: Christopher J. MacNair, c/o Bayshore Land Group, Inc., 255 Alhambra Circle, Suite 325, Coral Gables, Florida 33134

## ARTICLE IV

## REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote.

02 OCT 14 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

## ARTICLE V

## DISSOLUTION AND RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved upon the first to occur of the following:

(a) The expiration of the term of the Company;

(b) The unanimous written consent of all the Company's members;

(c) Upon the death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

## ARTICLE VI

## MANAGEMENT

The Company will be managed by one or more managers and is, therefore a manager-managed company. The names and addresses of the Company's managers are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---|---|
| Christopher J. MacNair | c/o Bayshore Land Group, Inc.<br>255 Alhambra Circle, Suite 325<br>Coral Gables, Florida 33134 |
| Jay Fertig | c/o Bayshore Land Group, Inc.<br>255 Alhambra Circle, Suite 325<br>Coral Gables, Florida 33134 |
| Steven D. Gant | c/o Gant Realty, Inc.<br>2751-B Tamiami Trail<br>Port Charlotte, Florida 33952 |

## ARTICLE VII

## PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

02 OCT 14 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED AND FILED

**IN WITNESS WHEREOF**, THE FOLLOWING MANAGER HAS EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 7TH DAY OF October, 2002.

Florida Realty Sales, LLC

By: ______________________
Christopher J. MacNair, Manager

**CERTIFICATE OF DESIGNATION OF**

**REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUES, 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: Florida Realty Sales, LLC

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

Christopher J. MacNair
c/o Bayshore Land Group, Inc.
255 Alhambra Circle, Suite 325
Coral Gables, Florida 33134

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.

Christopher J. MacNair

10/7/02
(Date)

02 OCT 14 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

FloridaRealtySalesArticlesofOrgainzation.WORD10/07/02