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03 DEC 31 PM 2:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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12/31/03--01035--001 **130.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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222-1173

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: MEGAN HODGE
DATE: December 31, 2003
REF. #: 0672.22297
CORP. NAME: BAYESPLANADE.COM, LLC

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 507104 FOR \$ 130.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|---|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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1/1/04

ARTICLES OF ORGANIZATION
OF
BAYESPLANADE.COM, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is **BAYESPLANADE.COM, LLC** (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

2. Duration. The existence of the Company shall be effective as of January 1, 2004, and shall thereafter be perpetual.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Principal Office. The mailing and street address of the Company's principal office is **608 Bay Esplanade, Clearwater, Florida 33767.**

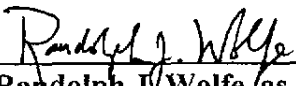
5. Registered Agent and Office. The name of the initial registered agent of the Company is **F & L Corp.** The street address of the initial registered agent of the Company is **The Greenleaf Building, 200 Laura Street, Jacksonville, Florida 32202.**

6. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

7. Management of the Company. The management of the Company shall be vested in the managers of the Company. The initial manager of the Company shall be **William H. Blackwood.**

8. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned executed these Articles of Organization on the 30th day of December, 2003. (In accordance with Section 608.408(3), *Florida Statutes*, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Randolph J. Wolfe, as Authorized
Representative of a Member

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ACCEPTANCE BY REGISTERED AGENT

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Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

STATE
TALLAHASSEE, FLORIDA

F & L CORP

By: *Randolph J. Wolfe*
Randolph J. Wolfe, Vice President

Dated: December 30, 2003