

WILSON, FORD & LOVELACE, P.A.

ATTORNEYS AT LAW

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ESTATE PLANNING & ADMINISTRATION
TAX, CORPORATION & BUSINESS LAW
REAL PROPERTY LAW

March 2, 2005

VIA AIRBORNE EXPRESS

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Organization for the following Articles of Organizations for filing:

SERRABELLA INVESTMENTS #1, LLC
SERRABELLA INVESTMENTS #2, LLC

In addition, I have enclosed my check payable to the Secretary of State in the amount of \$250.00 for the filing fee (\$125.00 for each).

Thank you for your assistance with this matter.

Very truly yours,


William K. Lovelace

WKL:dkg
Enclosures

ARTICLES OF ORGANIZATION
OF
SERRABELLA INVESTMENTS #1, LLC
a Florida Limited Liability Company

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ARTICLE I
NAME

The name of this Limited Liability Company is SERRABELLA INVESTMENTS #1, LLC (the "Company").

ARTICLE II
PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III
ADDRESS

The mailing and street address of the Company's principal place of business is 115 Carlyle Circle, Palm Harbor, Florida 34683.

ARTICLE IV
DURATION

The Company's existence shall commence on the filing of these Articles with the Secretary of State, and shall continue until dissolved or until the occurrence of any one of the following events: the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the Company or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the existence and business of the Company is continued by consent of all remaining members.

**ARTICLE V
MANAGEMENT**

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Operating Agreement of the Company.

**ARTICLE VI
MANAGER**

The name and address of the Manager is as follows:

James A. Serrabella
115 Carlyle Circle
Palm Harbor, Florida 34683

**ARTICLE IX
ADOPTION OF OPERATING AGREEMENT**

The members shall adopt Operating Agreement for the Company, which Operating Agreement may contain any provision for the regulations and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

**ARTICLE X
AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles may be amended at any time by a resolution adopted by a unanimous vote of the members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

**ARTICLE XI
INITIAL ADDRESS OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of this limited liability company in the State of Florida is 401 S. Lincoln Ave., Clearwater, Florida 33756. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as William K. Lovelace. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned Manager or authorized representative of the Manager this 5th day of February, 2005.

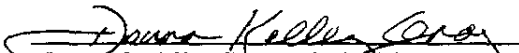
AUTHORIZED REPRESENTATIVE
OF JAMES A. SERRABELLA:


WILLIAM K. LOVELACE, ESQUIRE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 5th day of February, 2005 by WILLIAM K. LOVELACE, as Authorized Representative of JAMES A. SERRABELLA, who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.


Notary Public, State of Florida
My Commission Expires:

DONNA KELLEY GRAY
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION # DD111357
EXPIRES 04/23/2008
BONDED THRU 1/899 NOTARY

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes and Article X of these Articles of Organization, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

William K. Lovelace, Esquire
401 S. Lincoln Ave.
Clearwater, Florida 33756

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.


WILLIAM K. LOVELACE, ESQUIRE