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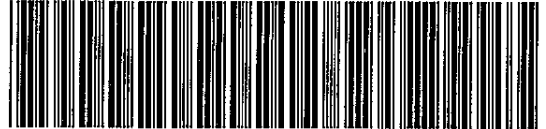
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032

REFERENCE : 313315 5674A

AUTHORIZATION :

COST LIMIT : \$ 155.00

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TALLAHASSEE, FLORIDA

ORDER DATE : April 13, 2005

ORDER TIME : 3:41 PM

ORDER NO. : 313315-005

CUSTOMER NO: 5674A

CUSTOMER: Robert C. Burke, Jr., Esq
Kimpton, Burke & Bobenhausen,
P.a.
Suite 100
28059 U.s. Highway 19, North
Clearwater, FL 33761-2698

DOMESTIC FILING

NAME: BAY ESPLANADE PROPERTIES, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

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**ARTICLES OF ORGANIZATION
OF
BAY ESPLANADE PROPERTIES, LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name

The name of the Limited Liability Company is **BAY ESPLANADE PROPERTIES, LLC.**

ARTICLE II — Address

The mailing address and street address of the principal office of the Limited Liability Company is 784 Island Way, Clearwater, Florida 33767.

Article III — Registered Agent, Registered Office

The name and the Florida street address of the initial registered agent are Stephen T. Hess, 784 Island Way, Clearwater, Florida 33767.

Article IV — Management

The Limited Liability Company is to be managed by the members and is, therefore, a member-managed company.

IN WITNESS WHEREOF, I have signed these Articles of Organization as a member and acknowledged them to be my act this 11th day of April, 2005.



STEPHEN T. HESS

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

Stephen T. Hess

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

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



STEPHEN T. HESS