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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Attorney at Law

DOUGLAS J. BURNS, P.A.

2559 Nursery Road - Suite A
Clearwater, FL 33764

Ph. (727) 725-2553
Fax (727) 725-9584

October 27, 2005



**Certified Public
Accountant**

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Priority Investment of Tampa Bay, L.L.C.

Dear Sir or Madam:

Enclosed please find the original and one copy of the above-referenced Articles of Organization along with my check in the amount of \$125.00 for the filing fee. Please file the Articles at your earliest convenience and return the confirmation of filing to this office.

Do not hesitate to contact me if you have questions.

Thank you for your assistance.

Sincerely,

Douglas J. Burns

DJB:as

Enclosures

APPROVED
AND
FILED

ARTICLES OF ORGANIZATION
FOR
PRIORITY INVESTMENT OF TAMPA BAY, L.L.C.

05 NOV -1 PM 3: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, he being a natural person, competent to contract for the purpose of forming a limited liability company under the laws of the State of Florida, does hereby adopt the following articles of organization in accordance with Section 608.401.

ARTICLE I

NAME OF BUSINESS: The name of the Limited Liability Company shall be PRIORITY INVESTMENTS OF TAMPA BAY, L.L.C.

ARTICLE II

NATURE OF BUSINESS: The general nature and purpose of business to be transacted, promoted and carried on by the company is to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by a company organized for profit.

ARTICLE III

INITIAL CAPITAL: The amount of capital with which this company shall begin business is Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE IV

TERM OF EXISTENCE: This company shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE V

ADDRESS OF BUSINESS: The initial mailing and business address of the principal office of the proposed company in the State of Florida shall be:

20834 Eustis Road
Land O Lakes, Florida 34637

ARTICLE VI


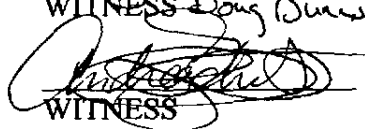
INITIAL REGISTERED AGENT: The name and street address of the initial registered agent is: Douglas J. Burns 2559 Nursery Road #A, Clearwater, FL 33764.

ARTICLE VII

MANAGEMENT: The Limited Liability Company is to be managed by the member(s).

IN WITNESS WHEREOF, the undersigned subscriber to this instrument, Articles of Organization of Priority Investment of Tampa Bay, L.L.C., places his hand and seal this 27th day of October, 2005 at Clearwater, Florida.

In the presence of:



WITNESS Doug Burns

WITNESS

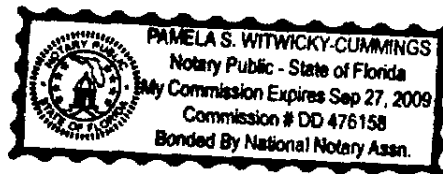

RAYMOND C. NICHOLS, Member

STATE OF FLORIDA)
) ss
COUNTY OF PINELLAS)

BEFORE ME personally appeared Raymond C. Nichols, JR., personally known to me or who produced FL DL # N242-723-43423 identification and who did/did not take an oath, and was known to be the person described in and who executed the foregoing instrument as Member to the foregoing Articles of Organization and who, after being first duly sworn, acknowledged that he executed same for the purposes set forth and that all information is true and correct to his best knowledge and belief.

WITNESS my hand and seal on this 27th day of October, 2005, at Clearwater, Florida.


NOTARY PUBLIC
STATE OF FLORIDA
Printed Name: _____
My Commission expires: _____



APPROVED
AND
FILED

CERTIFICATION OF DESIGNATION 05 NOV -1 PM 3: 23
OF
REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 608.415, 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 **PRIORITY INVESTMENT OF TAMPA BAY, L.L.C.**
2. The name and the Florida street address of the registered agent is:

Douglas J. Burns, 2559 Nursery Road #A, Clearwater, FL 33764

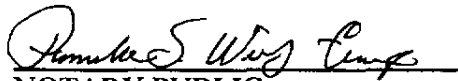
Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act properly and complete my duties, and I am familiar with and accept the obligations of my position as registered agent.

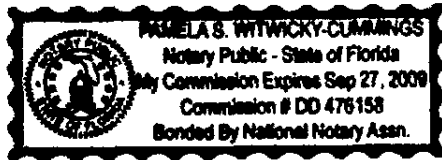

Douglas J. Burns

STATE OF FLORIDA)
) ss
COUNTY OF PINELLAS)

BEFORE ME personally appeared Douglas J. Burns, personally known to me or who produced _____ as identification and who did/did not take an oath, and was known to be the person described in and who executed the foregoing instrument as Member to the foregoing Articles of Organization who, after being first duly sworn, acknowledged that he executed same for the purposes set forth and that all information is true and correct to his best knowledge and belief.

WITNESS my hand and seal on this 27th day of October, 2005, at Clearwater, Florida.


NOTARY PUBLIC
STATE OF FLORIDA
Printed Name: Pamela S. Witwicky-Cummings
My Commission expires: 10/27/2009 *ok fine*



APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
PRIORITY INVESTMENT OF TAMPA BAY, L.L.C.**

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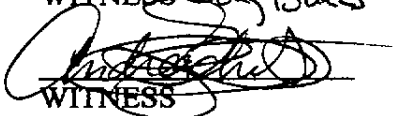
INITIAL REGISTERED AGENT: The name and street address of the initial registered agent is: Douglas J. Burns 2559 Nursery Road #A, Clearwater, FL 33764.

ARTICLE VII

MANAGEMENT: The Limited Liability Company is to be managed by the member(s).

IN WITNESS WHEREOF, the undersigned subscriber to this instrument, Articles of Organization of Priority Investment of Tampa Bay, L.L.C., places his hand and seal this 27th day of October, 2005 at Clearwater, Florida.

In the presence of:

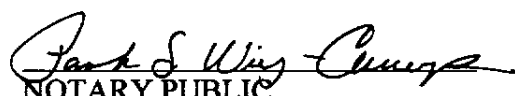

WITNESS Doug Burns

WITNESS

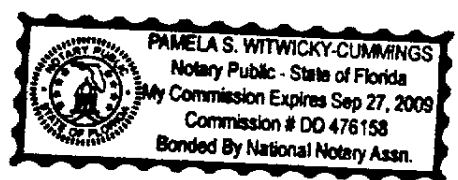

RAYMOND C. NICHOLS, Member

STATE OF FLORIDA)
) ss
COUNTY OF PINELLAS)

BEFORE ME personally appeared Raymond C. Nichols, JR., personally known to me or who produced FI DL # N242-723-43-423-0 as identification and who did/did not take an oath, and was known to be the person described in and who executed the foregoing instrument as Member to the foregoing Articles of Organization and who, after being first duly sworn, acknowledged that he executed same for the purposes set forth and that all information is true and correct to his best knowledge and belief.

WITNESS my hand and seal on this 27th day of October, 2005, at Clearwater, Florida.


NOTARY PUBLIC
STATE OF FLORIDA
Printed Name: _____
My Commission expires: _____



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AND
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CERTIFICATION OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. The name of the limited liability company is PRIORITY INVESTMENT OF TAMPA BAY, L.L.C.
2. The name and the Florida street address of the registered agent is:

Douglas J. Burns, 2559 Nursery Road #A, Clearwater, FL 33764


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 properly and complete my duties, and I am familiar with and accept the obligations of my position as registered agent.


Douglas J. Burns

STATE OF FLORIDA)
) ss
COUNTY OF PINELLAS)

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WITNESS my hand and seal on this 27th day of October, 2005, at Clearwater, Florida.


NOTARY PUBLIC
STATE OF FLORIDA
Printed Name: Pamela S. Witwicky-Cummings
My Commission expires: 10/27/2008 *ok*

