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1633 Periwinkle Way • Suite A • Sanibel Island • Florida 33957-4404 941-472-1000 • Facsimile 941-472-4449

July 24, 1998

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

100002599431--9 -07/27/98--01083-001 ****285.00 ****285.00

IN RE:

T2 HOLDINGS FLORIDA, LLC

To Whom It May Concern:

Enclosed please find the ARTICLES OF ORGANIZATION for the above-captioned limited liability company, along with our check in the amount of \$285.00, \$250 for the fine feet and \$35.00 for the registered agent registration. Please file same and return copies to me.

There is some urgency in getting this filed in time for a real estate closing and I would that, if possible, a faxed confirmation be sent to us once the documents are accepted.

Your attention to this request is greatly appreciated.

Very truly yours,

TIMOTHY J. MURTY

Attorney at Law

/pjm

Enclosures

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Acknowledgement

W. P. Verit

ARTICLES OF ORGANIZATION OF

T2 HOLDINGS FLORIDA, LLC

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act., Chapter 608, Florida Statutes, hereby make, acknowledge and file the following Articles of Organization:

ARTICLE ONE NAME

The name of the Limited Liability Company is T2 HOLDINGS FLORIDA, LEG

ARTICLE TWO ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 5961 East 39th Avenue, Denver, Colorado 80207.

ARTICLE THREE DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than December 31, 2028, unless the Company is earlier dissolved, as provided in these Articles of Organization.

ARTICLE FOUR PURPOSES AND POWERS

The general purpose for which the company is organized is to acquire, own, develop and manage real estate and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE FIVE INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 1633 Periwinkle Way, Suite A, City of Sanibel, County of Lee, State of Florida 33957, and the name of its initial registered agent at such address is TIMOTHY J. MURTY, ESQ.

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ARTICLE SIX CAPITAL CONTRIBUTIONS

Capital contributions in the amount of THREE HUNDRED NINETY-EIGHT THOUSAND AND 00/100 DOLLARS (\$398,000.00), in real property, shall be paid to the Limited Liability Company by the one (1) member in the percentage set forth opposite its name.

T2 HOLDINGS, LLC

One Hundred Percent (100%)

ARTICLE SEVEN ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at stich times and in such amounts as may be provided in the regulations adopted by the members or, in Jieu thereof, only upon the unanimous consent of all the members.

ARTICLE EIGHT ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE NINE **TERMINATION OF EXISTENCE** (CONTINUITY OF LIFE)

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided there is at least one (1) remaining member.

ARTICLE TEN **MANAGEMENT BY MEMBERS**

The Limited Liability Company, consisting of one (1) member, is to be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

T2 Holdings, LLC

5961 East 39th Avenue Denver, Colorado 80207

IN WITNESS WHEREOF, the undersigned, being one of the original members of the Limited Liability Company, has made and subscribed these Articles of Organization for the foregoing uses and purposes. Executed by the undersigned at Denver, Colorado, on the day of July, 1998. THOMAS D. TARBERT, Managing Partner T2 Holdings, LLC, a Colorado limited liability company	
STATE OF COLORADO COUNTY OF	
The foregoing instrument was acknowledged before me this	
Patura A flastic Notary Public - State of Colorado Commission Expires: 5/28/2000 Certificate Number:	:

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SECRETARY OF STATE

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF COLORADO COUNTY OF

The undersigned member of T2 HOLDINGS FLORIDA, LLC deposes and says:

- 1) The above named limited liability company has at least one (1) member.
- 2) The total amount contributed by the members is THREE HUNDRED NINETY-EIGHT THOUSAND AND 00/100 DOLLARS (\$398,000.00), in real property.
- 3) The agreed value of the property contributed by the members is THREE HUNDRED NINETY-EIGHT THOUSAND AND 00/100 DOLLARS and is described at real property.
- 4) The total amount of cash or property anticipated to be contributed by members is THREE HUNDRED NINETY-EIGHT THOUSAND AND Q0/100 DOLLARS (\$398,000.00).

THOMAS D. TARBERT, Managing Partner T2 Holdings, LLC, a Colorado limited liability company

The foregoing instrument was acknowledged before me this 22 pb day of July, 1998, by THOMAS D. TARBERT, Managing Partner of T2 HOLDINGS, LLC, a Colorado Limited Liability Company, on behalf of the limited liability company, acknowledging that the above and foregoing is true and correct and that it was executed freely and voluntarily for the purposes expressed therein.

He is personally known to me or _____ He has produced the following as identification ______

Notary Public - State of Colorado Commission Expires: 5/28/2000

Certificate Number:

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SECRETARY OF STATI

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, 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: T2 HOLDINGS FLORIDA, LLC.
- 2. The name and address of the registered agent and office is:

TIMOTHY J. MURTY, ESQ. 1633 Periwinkle Way, Suite A Sanibel, Florida 33957

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the 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.

TIMOTHY J. MURTY

July 🗻 , 1998

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