

L99000004538

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- ST. PETERSBURG ALF INVESTMENTS LLC

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-07/27/99--01005--001
****35.00 ****35.00

2-

3-

4-

Walk-in

Pick-up time ASAP

Certified Copy

Mail-out

Will wait

Photocopy

Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | Non-Profit |
| <input checked="" type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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99 JUL 26 AM 7:07 JUL 23 PM 3:00
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TALLAHASSEE, FLORIDA

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****302.50 ****302.50

will find

Examiner's Initials

5/27-99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 26, 1999

ATTORNEYS TITLE

SUBJECT: ST. PETERSBURG ALF INVESTMENTS LLC
Ref. Number: W99000017085

We have received your document for ST. PETERSBURG ALF INVESTMENTS LLC and your check(s) totaling \$302.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If you wish to receive a certified copy an additional \$35.00 is due.

The document must contain the entity's complete mailing address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 799A00037906

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF ST. PETERSBURG ALF INVESTMENTS LLC
A LIMITED LIABILITY COMPANY**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is **ST. PETERSBURG ALF INVESTMENTS LLC**, a Limited Liability Company (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall terminate on December 31, 2030, unless otherwise extended or terminated by an amendment to these Articles of Organization.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office is as follows: The Glades Building, Suite 303, 877 Executive Center Drive West, St. Petersburg, Florida 33702. The name and address of the Company's initial registered agent in the State of Florida is as follows: Ernest L. Mascara, The Glades Building, Suite 303, 877 Executive Center Drive West, St. Petersburg, Florida 33702. **THE MAILING ADDRESS IS THE SAME.**

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL
MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote.

**ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event a majority in interest of all of the remaining members agree in writing to continue the business of the Company.

**ARTICLE VI
MANAGEMENT**

The Company will be managed by one (1) manager in accordance with the Company's regulations. The

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name and business address of the initial manager who shall serve until the first annual meeting of members or until their successors are elected and qualified are:

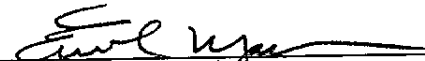
| NAME | ADDRESS |
|-------------------|--|
| Ernest L. Mascara | The Glades Building, Suite 303 877 Executive Center Drive West St. Petersburg, Florida 33702 |

**ARTICLE VII
PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, all of the following members have executed these Articles of Incorporation on this 22nd day of July, 1999.

Dated July 22, 1999

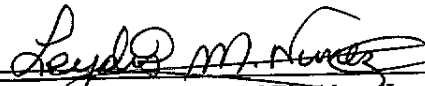


ERNEST L. MASCARA

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me personally appeared ERNEST L. MASCARA, who is known to me to be the person who executed the foregoing articles of organization on behalf of ST. PETERSBURG ALF INVESTMENTS LLC, a Florida limited liability company and who took an oath.

In witness whereof, I have hereunto set my hand and seal on this 22nd day of July, 1999.



Notary Public, State of Florida at Large

(SEAL)

My Commission Expires: 9-13-2002



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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/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.

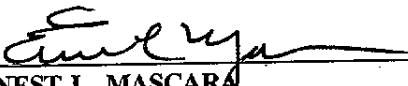
1. The name of the limited liability company is: **ST. PETERSBURG ALF INVESTMENTS LLC**, a Florida limited liability company.

2. The name and address of the registered agent and office is:

Ernest L. Mascara
The Glades Building, Suite 303
877 Executive Center Drive West
St. Petersburg, Florida 33702

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 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.

Dated this 22nd day of July, 1999.



ERNEST L. MASCARA

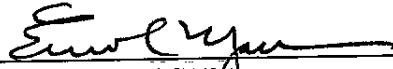
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, **ERNEST L. MASCARA**, the Initial Manager and representative of the members of **ST. PETERSBURG ALF INVESTMENTS LLC**, a Florida limited liability company, after being sworn, deposes and says as follows:

- 1) the above named limited liability company will have at least two members; and
- 2) the total amount of cash capital contributed by the member(s) is \$ 1,500.00.
- 3) the total amount of cash or property anticipated to be contributed by member(s) is \$ 3,000.00.

Dated July 22, 1999



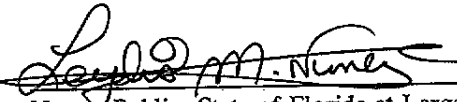
ERNEST L. MASCARA

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me personally appeared **ERNEST L. MASCARA**, who is known to me to be the person who executed the foregoing articles of organization on behalf of **ST. PETERSBURG ALF INVESTMENTS LLC**, a Florida limited liability company and who took an oath.

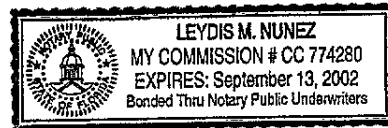
In witness whereof, I have hereunto set my hand and seal on this 22nd day of JULY, 1999.

(SEAL)



Notary Public, State of Florida at Large

My Commission Expires: 9-13-2002



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