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PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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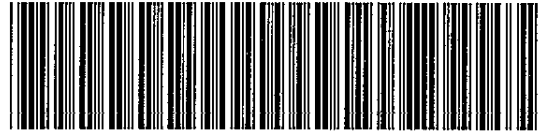
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 (850) 681-6528

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November 19, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):
 SB Pappas Exchange Property, LLC

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

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 RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**ARTICLES OF ORGANIZATION
OF
SB PAPPAS EXCHANGE PROPERTY, LLC**

The undersigned hereby certifies that the following Articles of Organization are hereby adopted for the purpose of becoming a Limited Liability Company under Florida Statutes Chapters 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

**ARTICLE I.
NAME**

The name of the Limited Liability Company shall be SB PAPPAS EXCHANGE PROPERTY, LLC.

**ARTICLE II.
DURATION; EFFECTIVE DATE**

This Limited Liability Company shall exist perpetually, commencing as of the date on which these Articles of Organization are filed with the State of Florida Department of State.

**ARTICLE III.
ADDRESS; PRINCIPAL OFFICE**

The mailing address of the Limited Liability Company and the street address of the principal office of the Limited Liability Company is 4532 U.S. Highway 19, 2nd Floor, New Port Richey, Florida 34652.

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 4532 U.S. Highway 19, 2nd Floor, New Port Richey, Florida 34652, and the name of its initial registered agent at such address is D. Dewey Mitchell.

**ARTICLE V.
PURPOSE**

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

SECRETARY
ALLAN S. S...
611 NOV 19 11 49 AM '02

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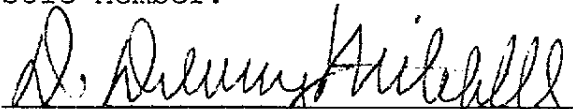
**ARTICLE VI.
MANAGEMENT**

Management of the Limited Liability Company may be reserved to its Members or to Managers, as set forth in the Operating Agreement of the Limited Liability Company.

The undersigned, being the sole Member of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of SB PAPPAS EXCHANGE PROPERTY, LLC.

Executed by the undersigned on the 15 day of November, 2002.

Sole Member:



D. DEWEY MITCHELL, as Trustee of the
SAMANTHA BOYER IRREVOCABLE TRUST
AGREEMENT dated 12/20/89

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for SB PAPPAS EXCHANGE PROPERTY, LLC and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED this 15 day of November, 2002.



D. DEWEY MITCHELL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
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