

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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LC

1.) Properties of 46th Avenue, LLC
(CORPORATE NAME & DOCUMENT #)

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****155.00 ****155.00

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

APPROVED
AND
FILED
00 JAN -7 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JAN -7 AM 9:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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00-1-1

ARTICLES OF ORGANIZATION
OF
PROPERTIES OF 46TH AVENUE, LLC

I hereby file these Articles of Organization as an authorized representative of a member of the limited liability company to be formed pursuant to these Articles of Organization and the laws of the State of Florida.

ARTICLE I
NAME

The name of the limited liability company to be formed hereunder is

"Properties of 46th Avenue, LLC"

ARTICLE II
DATE OF EXISTENCE AND PERIOD OF DURATION

This limited liability company shall begin existence effective the 1st day of January, 2000, and shall have perpetual existence, unless sooner terminated in accordance with the Operating Agreement and any Regulations adopted by the members (collectively the "Operating Agreement").

ARTICLE III
PURPOSES

The purpose of the limited liability company is to engage in any or all lawful business in which corporations may lawfully engage in, either on its own or in conjunction with others, as well as to conduct any other lawful activities mutually agreeable to the Members.

ARTICLE IV
POWERS

The limited liability company shall have the power to take any and all lawful actions necessary, appropriate, proper, advisable, incidental or convenient to or for the furtherance of its purposes.

ARTICLE V
MAILING ADDRESS AND PLACE OF BUSINESS

The mailing address and place of business in Florida for the limited liability company is:

529 John's Pass Avenue
Madeira Beach, Florida 33701

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TALLAHASSEE, FLORIDA

ARTICLE VI
MANAGEMENT

The limited liability company shall be managed by a Board of Managers. The name and current address of the initial Board of Managers are as follows:

John Boswell
529 John's Pass Avenue
Madeira Beach, Florida 33701

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's initial registered office in Florida is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida, 33602, and the name of its initial registered agent is Ron H. Noble.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 1st day of January, 2000.



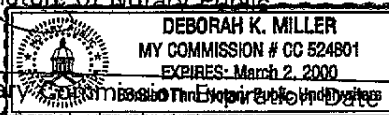
Ron H. Noble, Authorized Representative

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1st day of January, 2000, by Ron H. Noble, as the authorized representative of the members of Properties of 46th Avenue, LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

Signature of Notary Public

Notary Public in and for the State of Florida
(if not perpetual authority)



00 JAN -7 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Properties of 46th Avenue, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

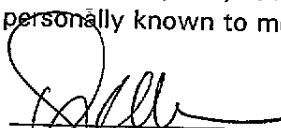
Signed this 1st day of January, 2000.



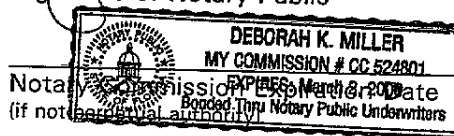
Ron H. Noble
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1st day of January, 2000, by Ron H. Noble, as Registered Agent for Properties of 46th Avenue, LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.



Signature of Notary Public



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AND
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TALLAHASSEE, FLORIDA