



**THE UNITED STATES
CORPORATION**
COMPANY

L000000000510

ACCOUNT NO. : 072100000032

REFERENCE : 550969 118517A

AUTHORIZATION :

Patricia Piquero

COST LIMIT : \$ 155.00

ORDER DATE : January 13, 2000

ORDER TIME : 11:36 AM

ORDER NO. : 550969-005

CUSTOMER NO: 118517A

CUSTOMER: Ms. Joyce Croy
FULLER HOLSONBACK & BIVINS
FULLER HOLSONBACK & BIVINS
Suite 2650
100 N. Tampa Street
Tampa, FL 33602

700003097607--3

DOMESTIC FILING

NAME: PINE ISLAND & SANTA BARBARA,
L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

APPROVED
AND
FILED

00 JAN 13 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 13 PM 12:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

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FB00*

**ARTICLES OF ORGANIZATION OF
PINE ISLAND & SANTA BARBARA, L.C.**

The undersigned person, acting as the organizer of **PINE ISLAND & SANTA BARBARA, L.C.** (the "Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company (the "Company") is:
PINE ISLAND & SANTA BARBARA, L.C....

**ARTICLE II. MAILING AND STREET ADDRESS
OF PRINCIPAL OFFICE**

The mailing and street address of the principal office of the Company is c/o Baycorp Development, Inc., 520 4th Street North, St. Petersburg, Florida 33701.

ARTICLE III. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is c/o Baycorp Development, Inc., 520 4th Street North, St. Petersburg, Florida 33701, and the name of the Company's initial registered agent at that address is John M. McCall.

ARTICLE IV. MANAGEMENT OF COMPANY

The business of the Company shall be a manager-managed company. The manager shall be elected annually by the members of the Company in a manner set forth in the Operating Agreement. The manager shall have the power and authority to act on behalf of the Company as provided in the Florida Limited Liability Company Act, including, specifically, without limitation, Section 608.404, Section 608.424(1), and Section 608.425, and shall also hold the offices and have the responsibilities accorded by the members which are more particularly described in its Operating Agreement and any other agreement that may be entered into between the members and the manager. The name and address of the initial manager is as follows:

John M. McCall
520 4th Street North
St. Petersburg, Florida 33701

The manager shall serve in that capacity until the first annual meeting of members or until his successor is elected and qualified. The number of managers may be increased or decreased as set forth in the Operating Agreement.

APPROVED
AND
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00 JAN 13 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. RESTRICTION ON TRANSFER OF INTERESTS

Membership interests in the Company shall be subject to transfer restrictions. These transfer restrictions are specifically set forth in the Company's Operating Agreement.

ARTICLE VI. MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the dissolution of the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company (collectively, a "withdrawal event"), the business of the Company shall continue upon the consent of a majority in interest (as defined in the Operating Agreement) of the remaining members. The consent of a majority in interest of the remaining members to continue the business of the Company must be in writing and obtained within ninety (90) days after the occurrence of the withdrawal event. If a majority in interest of the remaining members do not consent to continue the business of the Company, the Company will dissolve automatically, without further action of the members, upon the occurrence of a withdrawal event.

ARTICLE VII. ORGANIZER

The name and street address of the organizer, who is the President and an authorized representative of a member of the Company, executing these Articles of Organization is: John M. McCall, c/o Baycorp Development, Inc., 520 4th Street North, St. Petersburg, Florida 33701.

ARTICLE VIII. AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by a majority in interest of the members, shall be as prescribed by the Secretary of State of the State of Florida, and shall be sworn and subscribed to by a majority in interest of the members of the Company. In the event that a new member is added by such an amendment, it also shall be signed by the additional member.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 11th day of January, 2000.

BAYCORP DEVELOPMENT, INC.

By: [Signature]

Name: John M. McCall

Title: President

00 JAN 13 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


APPROVED
AND
FILED

STATE OF FLORIDA
COUNTY OF Pinellas

The foregoing Articles of Organization were acknowledged before me this 11 day of January, 2000, by John M. McCall, as President of Baycorp Development, Inc., a Florida corporation and a member of Pine Island & Santa Barbara, L.C., on behalf of the corporation and Pine Island & Santa Barbara, L.C. He/she is personally known to me _____ or who has produced _____ as identification.

Marsha McElawn
Marsha McElawn, Notary Public
 State of Florida
 My Commission Expires: _____

Marsha McGlaun
My Commission CC844221
Expires July 6, 2003

 **Marsha McGlaun**
My Commission CC844221
Expires July 6, 2003

APPROVED
AND
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00:45:13 PM 11:50
SICILIANO STATE
FALL ARREST RECORD

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That PINE ISLAND & SANTA BARBARA, L.C., desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, c/o Baycorp Development, Inc., at 520 4th Street North, St. Petersburg, Florida 33701, has named John M. McCall as its agent to accept service of process within the State of Florida.

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 11th day of January, 2000.



JOHN M. MCCALL

00 JAN 13 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED