

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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100003118381--6
-02/01/00--01060-016
****130.00 ****130.00

CONTACT: CINDY HICKS

DATE: 2-1-00

REF. #: Annis Mitchell - Randolph Wolfe 0163-10321

CORP. NAME: Capraie, LLC

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 6920 FOR \$ 130.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|---|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

RECEIVED
00 FEB -1 AM 11:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301
DEPARTMENT OF STATE

**ARTICLES OF ORGANIZATION
OF
CAPRAIELLA, L.L.C.**

1. Name. The name of this limited liability company is CAPRAIELLA, L.L.C. (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Principal Office. The mailing address and the street address of the Company's principal office is 601 Bayshore Boulevard, Suite 960, Tampa, Florida 33606.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Randolph J. Wolfe. The street address of the initial registered agent of the Company is One Tampa City Center, 201 North Franklin Street, Suite 2200, Tampa, FL 33602.

6. Additional Members. Additional members to the Company may be admitted, but only upon the consent of the Class A Member of the Company at the time admission is sought.

7. Management of the Company. The management of the Company shall be vested in the Class A Member of the Company.

8. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the written consent of the Class A Member. If the Class A Member does not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

The undersigned executed these Articles of Organization ~~effective~~ as of the 28th day of JANUARY, 2000. (In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CLASS A MEMBER:


C. Jae Heinberg

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OFFICE
JAN 31 2000
FILED

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Randolph J. Wolfe
Randolph J. Wolfe

Dated: January 31, 2000

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APPROVED
AND
FILED
00 FEB -1 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA