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ACCOUNT NO. : 072100000032  
REFERENCE : 616156 4381472  
AUTHORIZATION : Patricia Pignato  
COST LIMIT : \$ 185.00

ORDER DATE : March 8, 2000  
ORDER TIME : 10:21 AM  
ORDER NO. : 616156-005  
CUSTOMER NO: 4381472

200003162382--8

CUSTOMER: Ms. Laurie Bergstresser  
Broad And Cassel  
Suite 1100  
390 North Orange Avenue  
Orlando, FL 32801

L-2624

DOMESTIC AMENDMENT FILING

A99-1571

NAME: SABAL PALM HARBOR PARTNERS,  
LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pamela Odum

SECRETARY OF STATE EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
00 MAR - 8 AM 11: 22

RECEIVED

125  
25  
35

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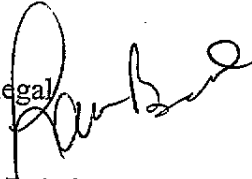
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**BROAD AND CASSEL**  
ATTORNEYS AT LAW

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**MEMORANDUM**

TO: Sir or Madam  
FROM: Laurie L. Bergstresser, Paralegal  
DATE: March 7, 2000  
RE: Sabal Palm Harbor Partners, Ltd. Co.  
Royal Palm Cove Partners, Ltd. Co.



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Attached hereto are originals and copies of the following documents:

1. Articles of Organization of Sabal Palm Harbor Partners, Ltd. Co.
2. Certificate of Conversion of Sabal Palm Harbor Partners, Ltd. to Sabal Palm Harbor Partners, Ltd. Co.
3. Articles of Organization of Royal Palm Cove Partners, Ltd. Co.
4. Certificate of Conversion of Royal Palm Cove Partners, Ltd. to Royal Palm Cove Partners, Ltd. Co.

We desperately need to have certified, filed copies of the foregoing documents for an application that is being processed and delivered today by 2:30 p.m. I would be most appreciative if you could do everything possible to push the attached filings through so that CSC can receive the filed certified copies and certificates of good standings back today and fax the same to me.

If you have any questions or comments in connection with the attached filings, please do not hesitate to contact me directly at 407-481-5251.

Thank you for any assistance you can give in expediting the attached filings.


**CERTIFICATE OF CONVERSION**  
**OF**  
**SABAL PALM HARBOR PARTNERS, LTD.**  
**(a Florida limited partnership)**  
**TO**  
**SABAL PALM HARBOR PARTNERS, LTD. CO.**  
**(a Florida limited liability company)**

Pursuant to the provisions of Section 608.439 of the Florida Statutes, this Certificate of Conversion provides that:

1. The Certificate of Limited Partnership of Sabal Palm Harbor Partners, Ltd. was duly filed with the Florida Secretary of State on September 27, 1999 (the "Partnership").
2. The name of the limited partnership prior to conversion to a limited liability company is Sabal Palm Harbor Partners, Ltd.
3. The name of the limited liability company into which the Partnership will convert shall be Sabal Palm Harbor Partners, Ltd. Co.
4. The effective date of this Certificate of Conversion shall be the date when filed.

IN WITNESS WHEREOF, this Certificate of Conversion has been executed as of March 7, 2000.

Authorized Representative of Members:

  
\_\_\_\_\_  
Jay P. Brock

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00 MAR -8 PM 1:46  
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TALLAHASSEE FLORIDA

Attorney Name: Randal M. Allegore, P.A.  
Broad and Cassel - Attorneys at Law  
390 North Orange Avenue, Suite 1100  
Orlando, Florida 32801  
Telephone (407) 838-4200  
Florida Bar No.: 459445

**ARTICLES OF ORGANIZATION**

**OF**

**SABAL PALM HARBOR PARTNERS, LTD. CO.**

The undersigned, acting as the organizer of SABAL PALM HARBOR PARTNERS, LTD. CO. under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

**ARTICLE I - Name:**

The name of the limited liability company is Sabal Palm Harbor Partners, Ltd. Co. (the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Company is 1551 Sandspur Road, Maitland, Florida 32751.

**ARTICLE III - Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IV - Management:**

The Company is to be managed by Managers and the name and address of the initial Managers are:

<u>Name</u>	<u>Address</u>
Jay P. Brock	1551 Sandspur Road Maitland, Florida 32751
Tricia Doody	1551 Sandspur Road Maitland, Florida 32751
Michael J. Sciarrino	1551 Sandspur Road Maitland, Florida 32751
Alan H. Ginsburg	1551 Sandspur Road Maitland, Florida 32751

Attorney Name: Randal M. Alligood, P.A.  
Broad and Cassel - Attorneys at Law  
390 North Orange Avenue, Suite 1100  
Orlando, Florida 32801  
Telephone (407) 839-4200  
Florida Bar No.: 459445

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Managers shall be appointed and removed in accordance with the Operating Agreement of the Company.

**ARTICLE V - Admission of Additional Members:**

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

**ARTICLE VI - Adoption of Operating Agreement:**

The Member shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

**ARTICLE VII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc., a Florida corporation, and the street address of the Company's initial registered office is 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32751.

**ARTICLE VIII - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

**ARTICLE IX - Indemnification:**

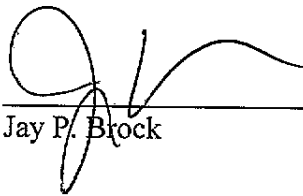
Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

**ARTICLE X – Continuation of Business:**

Unless the Company is dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon 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 WITNESS WHEREOF, the undersigned authorized representative of the members has executed these Articles of Organization as of this 7<sup>th</sup> day of March, 2000.

Authorized Representative:



A handwritten signature in black ink, appearing to read 'Jay P. Brock', is written over a solid horizontal line. The signature is stylized with a large initial 'J' and a long, sweeping tail.

Jay P. Brock

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 SABAL PALM HARBOR PARTNERS, LTD. CO.
  
2. The name and address of the registered agent and office is:

**B&C Corporate Services of Central Florida, Inc.**  
a Florida corporation  
390 N. Orange Avenue, Suite 1100  
Orlando, Florida 32801

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.

**B&C Corporate Services of Central  
Florida, Inc., a Florida corporation**

By:   
Douglas E. Starcher, Vice President

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Dated this 7<sup>th</sup> day of March, 2000.