

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L00000003425

Lighthouse Reserve, LLC

700003184877--6

-03/27/00--01016--017

***155.00 ***155.00

L00-3425

03/27

Al
Al
Al
Al
Al
Al

Signature

Requested by:

LS

3/27/00 9:50

Name

Date

Time

Walk-In

Will Pick Up

FILED
00 MAR 27 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Art of Inc. File
LTD Partnership File
Foreign Corp. File
✓ L.C. File
Fictitious Name File
Trade/Service Mark
Merger File
Art. of Amend. File
RA Resignation
Dissolution / Withdrawal
Annual Report / Reinstatement
✓ Cert. Copy
Photo Copy
Certificate of Good Standing
Certificate of Status
Certificate of Fictitious Name
Corp Record Search
Officer Search
Fictitious Search
Fictitious Owner Search
Vehicle Search
Driving Record
UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
Courier
RECEIVED
00 MAR 27 AM 10:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

LIGHTHOUSE RESERVE, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be LIGHTHOUSE RESERVE, LLC, (the "Company"), and the mailing address and the street address of the principal office of the limited liability company is 2325 9th St. N., St. Petersburg, Florida 33704. The Company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE III

REGISTERED OFFICE AND AGENT

The name and Florida street address of the limited liability company's registered agent is:

Jonathan James Damonte
12110 Seminole Blvd.
Largo, FL 33778

FILED
00 MAR 27 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in the attached Exhibit "A."

ARTICLE V

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of the managers.

ARTICLE VI

ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members and managers of the Company and on such terms and conditions as shall be determined by all the members and managers, which are not in conflict with these Articles of Organization and the Operating Agreement of the Company. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members and managers of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII

TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company

FILED
00 MAR 27 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

is continued by the consent of all the remaining members and managers, provided there is at least one remaining member.

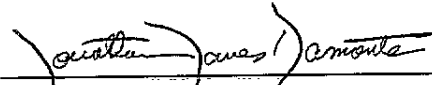
ARTICLE VIII

MANAGEMENT

The Company is a manager-managed company. The Company shall be managed by appointed managers, in accordance with these Articles of Organization and the Operating Agreement adopted by the managers for the management of the business and affairs of the Company. The Operating Agreement may contain provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The power to alter, amend, or revoke the Operating Agreement shall be vested in the managers, as limited by the provisions of the Articles of Organization and the Operating Agreement. The name and address of the initial managers of the Company are:

Thomas W. Parsley	Edwin Parsley, Jr.	Joseph Nix
2325 - 9 th St. N.	2325 - 9 th St. N.	5817 Pierce Drive, NE
St. Petersburg, FL 33704	St. Petersburg, FL 33704	St. Petersburg, FL 33703

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Largo, Florida, on this 24th day of March, 2000.


Jonathan James Damonte
Authorized Representative of Member


STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to (or affirmed) and subscribed before me this 24th day of March, 2000, by Jonathan James Damonte, who is personally known to me, or who produced _____ as identification.



Ruth Suzanne Smith
MY COMMISSION # CC751789 EXPIRES
July 17, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

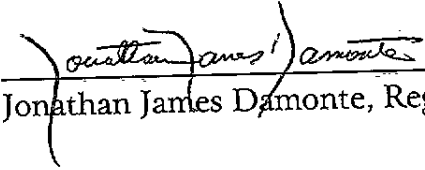
(SEAL)


Notary Public
My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated I HEREBY ACCEPT THE APPOINTMENT as registered agent AND AGREE TO ACT in this capacity further agree to comply with the provisions of all statutes relative 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: March 24, 2000


Jonathan James Damonte, Registered Agent

FILED
MARCH 27 PM 12:38
CLERK OF STATE
TALLAHASSEE, FLORIDA

LIGHTHOUSE RESERVE, LLC

EXHIBIT "A"

STATE OF FLORIDA

COUNTY OF PINELLAS

The undersigned authorized representative of a member of Lighthouse Reserve, LLC
deposes and says:

1. The above-named limited liability company identified above has at least one member.

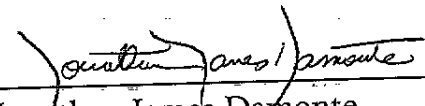
2. The total amount of cash contributed by the members is \$84,000.00.

3. If any, the agreed value of property other than cash contributed by the members is \$0.00.

4. The total amount of cash or property anticipated to be contributed by the members is \$84,000.00. This total includes the amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: March 24, 2000


Jonathan James Damonte
Authorized Representative of Member

The foregoing instrument was acknowledged before me this 24th day of March, 2000, by Jonathan James Damonte, authorized representative, on behalf of Lighthouse Reserve, LLC, a limited liability company. He is personally known to me or has produced _____ as identification.


Ruth Suzanne Smith

Notary Public



Ruth Suzanne Smith
MY COMMISSION # CC751789 EXPIRES
July 17, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
00 MAR 27 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA