

L00000003440



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 639160 4323655

AUTHORIZATION : Patricia Pzyt

COST LIMIT : \$ 125.00

ORDER DATE : March 27, 2000

ORDER TIME : 2:29 PM

ORDER NO. : 639160-005

CUSTOMER NO: 4323655

CUSTOMER: Preston O. Cockey, Jr., Esq  
ANNIS MITCHELL COCKEY EDWARDS  
ANNIS MITCHELL COCKEY EDWARDS  
Post Office Box 3433

Tampa, FL 33602

DOMESTIC FILING

NAME: PINEBROOKE-HG, LLC

800003185808-9

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED  
00 MAR 27 PM 3:14  
DIVISION OF CORPORATIONS  
FLORIDA

FILED  
00 MAR 27 PM 3:33  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

B/H  
3/27/00

**ARTICLES OF ORGANIZATION  
OF  
PINEBROOKE-HG, LLC**

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1. Name. The name of this limited liability company is PINEBROOKE-HG, LLC, a Florida limited liability company (the "Company").

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of thirty (30) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

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 Business. The mailing address and street address of the Company's place of business in the State of Florida is 601 Bayshore Boulevard, Suite 650, Tampa, Florida 33606.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Charles B. Funk. The street address of the initial registered agent of the Company is 601 Bayshore Boulevard, Suite 650, Tampa, Florida 33606. Mail sent to the company should be addressed in care of the Registered Agent.

6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is \$100.00. ~~Additional contributions in the amount of \$487,400.00 have been agreed upon. No additional contributions beyond the foregoing have been agreed upon.~~

7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

8. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

9. Management of the Company. The Company shall be managed by a manager or managers in accordance with the regulations and operating agreement. The Company shall initially be managed by the following persons, who shall serve as managers until the first annual meeting of the members or until his or her successor(s) is/are elected and qualified, and their addresses are:

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Charles B. Funk  
601 Bayshore Boulevard, Suite 650  
Tampa, Florida 33606

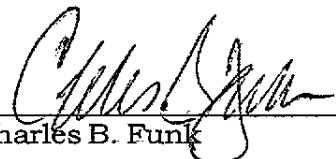
Jeffrey B. Meehan  
601 Bayshore Boulevard, Suite 650  
Tampa, Florida 33606

10. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

11. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do 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.


12. Certificated Interests. The members' interests in the Company shall not be evidenced by certificates.

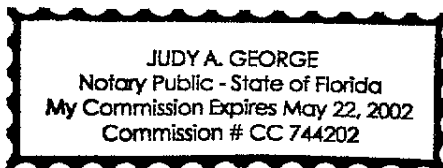
The undersigned executed these Articles of Organization effective as of the 24th day of March, 2000.

  
\_\_\_\_\_  
Charles B. Funk

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24 day of March, 2000, by Charles B. Funk. He is personally known to me.

  
\_\_\_\_\_  
NOTARY PUBLIC  
Name: Judy A. GEORGE



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, 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.

  
\_\_\_\_\_  
Charles B. Funk, Registered Agent

Dated: March 24, 2000.

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