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April 26, 2000

VIA FEDERAL EXPRESS

MJH

Florida Secretary of State  
Division of Corporations  
Neil Kirkman Building  
409 E. Gaines Street  
Tallahassee, Florida 32399

800003226909--5  
-04/27/00--01063--010  
\*\*\*\*\*250.00 \*\*\*\*\*125.00

Re: Articles of Organization for Bayfair Realty, LLC and Bayfair Associates, LLC

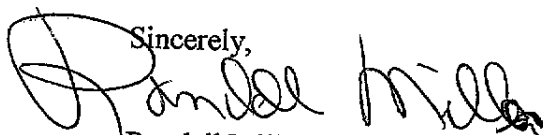
Dear Sir or Madam:

Please find enclosed the original and one copy of the above-referenced Articles of Organization. Please file the original articles and date stamp the copy and return them to our office.

Also enclosed is our check in the amount of \$250.00 to cover the filing fee and registered agent fees for both Articles of Organization.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,

  
Randell Miller

RM:sr

Enclosures

cc: Mike Morris  
David Seidenberg

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, hereby submits, and files with the Florida Department of State, these Articles of Organization.

**ARTICLE I**

**Name**

The name of the limited liability company created hereby (hereinafter "the Company") is: **BAYFAIR REALTY, LLC**

**ARTICLE II**

**Purpose**

The Company's business activities shall consist of the sale and marketing of real estate. The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, all powers permitted by the Florida Limited Liability Company Act, and the power to:

- (a) Sue and be sued, and defend, in its name.
- (b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
- (c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of, all or any part of its property.
- (d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.
- (e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and

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suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

(f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

(g) Conduct its business, locate offices, and exercise the powers granted by Florida Statutes Chapter 608 within or without the State of Florida.

(h) Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.

(i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

(k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

### **ARTICLE III**

#### **Address**

The mailing address and street address of the principal office of the Company shall both be:

3050 South Dale Mabry Hwy.  
Tampa, Florida 33629

### **ARTICLE IV**

#### **Duration**

The existence of the Company shall commence upon the filing of these Articles of Organization, and shall thereafter be perpetual, unless dissolution or conversion occurs according to law.

### **ARTICLE V**

#### **Admission of Additional Members**

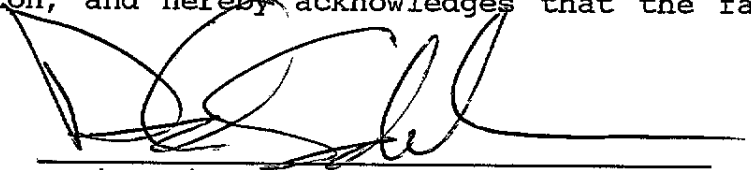
The members may admit additional members pursuant to unanimous written consent of the members in existence prior to the admission of any such additional member.

**ARTICLE VI**

**Registered Office and Agent**

The address of the initial registered office of the Company in the State of Florida is 315 South Hyde Park Avenue, Tampa, Florida 33606, and the name of the registered agent at such address is Randell M. Miller.

IN WITNESS WHEREOF, the undersigned representative has executed these Articles of Organization, and hereby acknowledges that the facts stated herein are true.

  
\_\_\_\_\_  
David Seidenberg

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

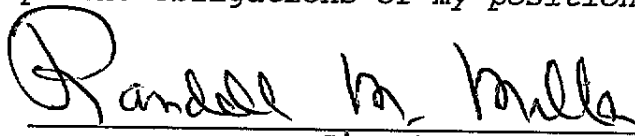
1. The name of the limited liability company is: Bayfair Realty, LLC
2. The name and the Florida street address of the registered agent are:

Randell M. Miller, Esquire  
Name

315 South Hyde Park Avenue  
Florida street address  
(P.O. Box NOT ACCEPTABLE)

Tampa, Florida 33606  
City, State and Zip

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.

  
Signature