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LOCAL OFFICES
WILLIAM G. MORRIS

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ADMITTED IN FL, DC, VA

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May 5, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700003249177-4
-05/11/00-01113-002
****125.00 ****125.00

Re: Bayfront Place, L.C.
Articles of Organization

Ladies:

I am enclosing the original and one copy of Articles of Organization for the referenced entity. Also enclosed is a check for \$125.00 to cover filing fees, designation of registered agent and certified copy.

Please arrange for issuance of charter and return a certified copy of same to me. If any additional information is needed, please do not hesitate to contact me.

Sincerely,

William G. Morris

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00 MAY 11 PM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WGM
5/16

WGM/cap
Enclosures

cc: Mr. Jeff Henning
Mr. Bob Rehm

**ARTICLES OF ORGANIZATION
OF
Bayfront Place, LC, A LIMITED LIABILITY COMPANY**

ARTICLE I

NAME

The name of this limited liability company is Bayfront Place, LC, referred to in these Articles of Organization as the "Company."

ARTICLE II

PRINCIPAL AND REGISTERED OFFICE AND AGENT

The mailing and street address of the principal office of the company is 247 N. Collier Blvd., Suite 202, Marco Island, Florida 34145. The initial registered agent is William G. Morris, Esq., whose street address and address for the registered office is 247 North Collier Boulevard, Suite 202, Marco Island, Florida 34145.

ARTICLE III

DURATION

Unless dissolved earlier, the Company will dissolve automatically with December 31, 2030. Except for prior amendment to this Article III, no act by the Company or its members can avoid that dissolution.

ARTICLE V

PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose. Business activities of the Company may be limited by its Operating Agreement.

ARTICLE VI

MANAGEMENT BY MANAGER

(a) The Company will be a Manager managed company with initial management by Jeff Henning and Robert Rehm.

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TALLAHASSEE FLORIDA

(b) Removal. The members may remove any manager, without having to possess, state, or prove cause, by

(i) a vote of members holding 75 percent of the voting power of all membership interests. Vote must be taken at a properly scheduled meeting of the members, or

(ii) written consent of members holding 75 percent of the voting power of all membership interests.

The removal of a manager without stating or proving cause does not bar a later claim that the manager engaged in misconduct while a manager.

(c) Resignation. A manager resigns by providing written notice to the members at their addresses on file with the managers. The resignation takes effect when received at that address, or at a later date stated in the notice of resignation. If the Company's operating agreement prohibits the manager from resigning, the manager's resignation is nonetheless effective but the manager will be liable to the Company for breach of the operating agreement.

(d) Replacing a Removed Manager. The members will elect a replacement manager for a removed manager at a properly scheduled meeting of the members. Replacement of a removed manager shall be with the consent of members holding 75 percent of the voting power of all membership interests. The same meeting that votes removal may also elect a replacement manager.

(e) Each Manager has full authority to enter contracts, sell or acquire real estate property or other property on behalf of the Company, borrow funds and hypothecate company assets, and to otherwise deal fully in, with, and to all company projects and assets with each individual manager's action fully binding the company.

ARTICLE VI
RIGHT OF MEMBERS TO CONTINUE BUSINESS UPON EVENT
TERMINATING MEMBERSHIP OF A MEMBER

A Member's dissociation will not cause the company to dissolve if:

- (a) more than one Member remains, or, if only one Member remains, within 30 days after the dissociation, the Company issues at least one Membership Unit to a new Member and,
- (b) within 30 days after the dissociation Majority-In-Interest consent is obtained to avoid dissolution and to continue the existence and business of the Company.

ARTICLE VII ADMISSION OF NEW MEMBERS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

Executed this 27th day of April, 2000.

W.E. Lease, L.C., manager

B & B, L.C., manager

by: [Signature]
Jeff Henning
It's Authorized Representative

by: [Signature]
Robert Rehm
It's Authorized Representative

The undersigned does hereby accept appointment as registered agent for this limited liability company, is familiar with and will comply with all applicable provisions of Florida Statutes with respect to service as same.

[Signature]
William G. Morris