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ZIMMET, UNICE, SALZMAN & FELDMAN, P.A.  
Two Prestige Place  
2650 McCormick Drive, Suite 100  
Clearwater, Florida 33759

ELITA D. COBBS  
DONNA J. FELDMAN  
JOSEPH H. GRAVES  
ROBERT E. HEYMAN  
BRET T. JARDINE  
ANDREW J. SALZMAN  
T.R. UNICE, JR.  
NICOLE E. WEISS  
ALAN S. ZIMMET

Telephone: (727)723-3772  
Facsimile: (727)723-1421  
Website: [www.zusflaw.com](http://www.zusflaw.com)

October 30, 2000

Division of Corporations  
Department of State  
The Capitol  
P. O. Box 6327  
Tallahassee, FL 32314

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-11/02/00--01071--001  
\*\*\*\*125.00 \*\*\*\*125.00

Re: Chapel Pines, L.L.C.]

Gentlemen:

Enclosed is the original and one signed copy of the Articles of Organization of the above corporation. We have also enclosed a check in the amount of \$125.00 for the filing fees.

Please process this at your earliest opportunity and return the verification of the Articles of Organization to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

ZIMMET, UNICE, SALZMAN & FELDMAN, P.A.



Jo Lynn Jorczak  
Legal Assistant

vjlj

Enclosures

pc: Mr. Robert Byrd (via fax)  
Mr. Brant Byrd (via fax)

FILED  
NOV - 2 11 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L00-13712  
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**ARTICLES OF ORGANIZATION  
OF  
CHAPEL PINES, L.L.C.**

The undersigned acting as an Organizer of a limited liability company under the Florida Limited Liability Company Act adopts the following Articles of Organization:

**I.  
NAME**

The name of this limited liability company is CHAPEL PINES, L.L.C., (hereinafter "Company").

**II.  
PURPOSE**

The purpose for which is Company is formed is to engage in any activity permitted under the laws of the State of Florida.

**III.  
TERM OF EXISTENCE**

This Company shall begin existence at the date of filing and shall exist perpetually.

**IV.  
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company is 1208 South Myrtle Avenue, Clearwater, Florida, 33756.

**V.  
REGISTERED AGENT AND OFFICE**

The name and street address of the Company's registered agent, whose Acceptance of Appointment as Registered Agent is included with these Articles is:

Donna J. Feldman, Esquire  
Zimmet, Unice, Salzman & Feldman, P.A.  
2650 McCormick Drive, Suite 100  
Clearwater, FL 33759

SECRETARY OF STATE  
NOV -2 PM 5:00  
TALLAHASSEE, FLORIDA

FILED

**VI.  
MEMBERS**

There shall be two classes of Members as follows:

(a) Capital Members. Capital Members shall be those members contributing capital, in the form of cash, goods and/or services, to the Company. Capital Members shall be entitled to one (1) vote in Member decisions for each Capital Member unit owned.

(b) Managing Members. Managing Members shall be those members contributing to the management of the Company. There shall be two (2) Managing Members who shall be elected by the Capital Members. A Managing Member need not be a Capital Member of the Company. Each Managing Member is entitled to one (1) vote in the management decisions of the company.

(c) Number of Units. There shall be One Thousand (1,000) Capital Member units authorized.

**VII.  
ADMISSION OF MEMBERS**

The Members of the Company may admit additional members, which admission shall require the approval of those Members owning a majority of the Capital Member units of the Company. Criteria for admission to membership may be set forth in the regulations of the Company.

**VIII.  
CONTINUITY**

The remaining Members of the Company will have the right to continue the business of the Company 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 the Company.

**IX.  
MANAGEMENT**

The business of the Company will be conducted under the exclusive management of its Managing Members who shall have authority to act for the Company as set forth in the Operating Agreement of the Company. The name and addresses of the Managing Members of the Company who shall serve until the first annual meeting of members or until their successors are elected and qualified are:

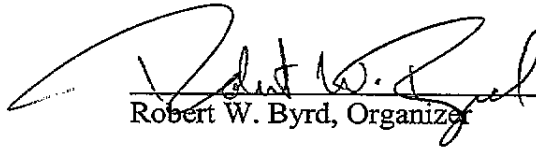
Robert W. Byrd  
1208 South Myrtle Avenue

FILED  
MAY 2 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Clearwater, Florida 33756

John M. Ryan  
1208 South Myrtle Avenue  
Clearwater, Florida 33756

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization in accordance with Section 608.408(3), Florida Statutes, this 31<sup>st</sup> day of October, 2000.

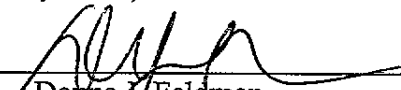
  
Robert W. Byrd, Organizer

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, Donna J. Feldman, of Zimmet, Unice, Salzman & Feldman, P.A., accept the appointment as registered agent of the Company, and state that I am familiar with and accept the duties and obligations of that position as provided for in Chapter 608, F.S..

Date: 10/30/00

Zimmet, Unice, Salzman & Feldman, P.A.

By:   
Donna J. Feldman  
Registered Agent

FILED  
00 NOV -2 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA