

Commercial
Asset
Managers, Inc.

L000000015644

P.O. Box 26563
Tampa, FL 33623-6563
Phone: 813-281-2949
Fax: 813-281-2935

November 28, 2000

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700003487137--9
-12/05/00--01025--001
***160.00 ***160.00

Sent via US Mail, Certified #7099 3400 0005 2378 6801, Return Receipt

Re: Registration of new "1221 Palm Harbor L.L.C."

Enclosed please find a fully executed "Articles of Organization" and "Certificate of Designation of Registered Agent / Registered Office". These documents are supplied to register the new L.L.C. "1221 Palm Harbor L.L.C".

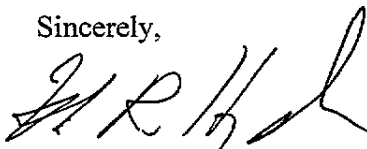
Also enclosed please find a check in the amount of \$ 160.00 for:

\$100.00 Filing fee
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy
\$ 5.00 Certificate of Status
\$ 160.00 Total

FILED
00 DEC -5 PM12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you.

Sincerely,



Frank R. Hayden, President
Commercial Asset Managers, Inc.

L00-15644
~~600-21012~~
OHA 12/11



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 12, 2000

FRANK R. HAYDEN
COMMERCIAL ASSET MANAGERS, INC.
P.O. BOX 26563
TAMPA, FL 33623-6563

SUBJECT: 1221 PALM HARBOR L.L.C.
Ref. Number: W00000029072

We have received your document for 1221 PALM HARBOR L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered agent must be at a Florida street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6917.

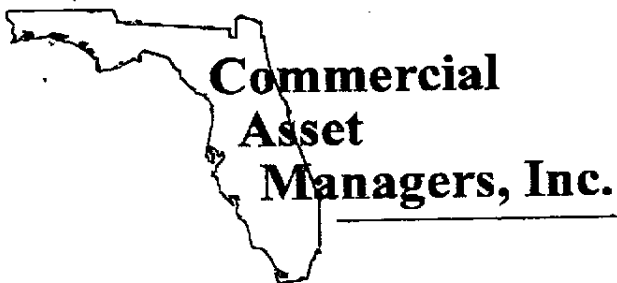
Gretchen Harvey
Document Specialist Supervisor

Letter Number: 400A00062523

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 15, 2000

P.O. Box 26563
Tampa, FL 33623-6563
Phone: 813-281-2949
Fax: 813-281-2935

Ms. Gretchen Harvey
Document Specialist Supervisor
Division of Corporations, State of Florida
P.O. Box 6327
Tallahassee, FL 32314
SENT VIA FAX: 850-410-1015
And followed with original via US Mail

RE: Resubmission of "1221 Palm Harbor L.L.C." showing physical address

Dear Ms. Harvey,

We recently submitted application for the subject L.L.C. plus one other. We received a letter today from your office noting an error of omission (physical address) on the other application; and, we can only assume we made the same error on this application.

You have in your possession the original application with original notarized signatures. Please accept this revised application, which shows physical addresses as well as mailing address.

Please expedite the revised application.

Thank you.

Sincerely,

Frank R. Hayden, President
Commercial Asset Managers, Inc.

Enclosure:

Revised L.L.C.

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00 DEC -5 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
1221 Palm Harbor L.L.C.**

I, the undersigned subscriber to these Articles of Organization, being a natural person competent to contract, hereby subscribe to and form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I - Name

The name of the Limited Liability Company shall be:

1221 Palm Harbor L.L.C.

ARTICLE II - Principal Office

The principal place of business and mailing address of this company shall be:

c/o Commercial Asset Managers, Inc.
415 South Dale Mabry Hwy., Suite F
Tampa, FL 33609

ARTICLE III - Business Permitted

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE V - Management

The Limited Liability Company is a manager-managed company. Manager is:

Commercial Asset Managers, Inc. 415 South Dale Mabry Hwy., Suite F, Tampa, FL 33609
P.O. Box 26563 Tampa, FL 33623-6563

and the names and addresses of the remaining two members are:

Kenneth A. Gordon 2502 Rocky Point Drive, Suite 660, Tampa, FL 33607
Roberto Garcia 401 South Dale Mabry Hwy., Tampa, FL 33609

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TALLAHASSEE, FLORIDA

ARTICLE VI - Admission of Additional Members

Members of the Limited Liability Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of the contributions by the new members at the time the new members are admitted.

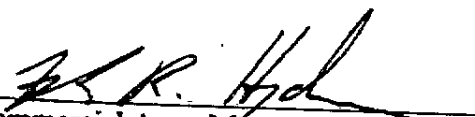
ARTICLE VII - Members Right to Continue Business

The remaining members of the Limited Liability Company may have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in the Limited Liability Company. The Business may be continued only on unanimous written consent of the remaining members.

ARTICLE VIII - Effective Date

The effective date of this Limited Liability Company shall be December 1, 2000.

IN WITNESS WHEREOF, I hereto set my hand and seal and acknowledge and file the foregoing Articles of Organization of **1221 Palm Harbor L.L.C.**, under the laws of the State of Florida, this 29th day of November, 2000.


Commercial Asset Managers, Inc.
by it's President, Frank R. Hayden,
Managing Partner

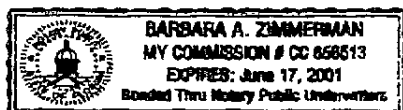
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TALLAHASSEE, FLORIDA

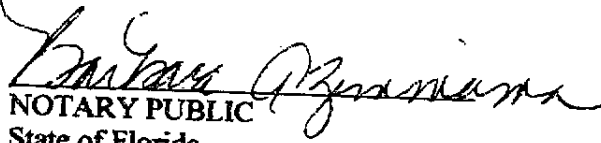
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared, Frank R. Hayden, known to be the individual described in and who executed the foregoing Articles of Organization, and Acknowledged that he executed the same for the purpose expressed therein.

SWORN TO AND SUBSCRIBED before me this 29 day of November, 2000.




NOTARY PUBLIC
State of Florida

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

Pursuant to the provisions of Section 608.415 or 618.507, Florida Statutes, the undersigned Limited Liability Company, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office / Registered Agent, in the State of Florida.

1. The name of the Limited Liability Company is:

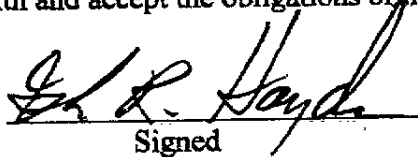
1221 Palm Harbor L.L.C.

2. The name and address of the registered agent and office is:

Commercial Asset Managers, Inc.
Frank R. Hayden, President,
Managing Partner of 1221 Palm Harbor L.L.C.
415 South Dale Mabry Hwy., Suite F, Tampa, FL 33609
P.O. Box 26563, Tampa, FL 33623-6563

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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.


Signed


Date