



L010000000/70

ACCOUNT NO. : 072100000032

REFERENCE : 953294 3487A

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia Puyet

ORDER DATE : January 4, 2001

ORDER TIME : 11:31 AM

ORDER NO. : 953294-005

CUSTOMER NO: 3487A

CUSTOMER: Ms. Talia R. Kohne
Icard Merrill Cullis Timm
Furen & Ginsburg, Pa
Suite 600
2033 Main Street
Sarasota, FL 34237

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DOMESTIC FILING

NAME: CENTER ROAD, L.L.C.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

JB
14-01

01 JAN -4 PM 12:30 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN -4 PM 12:08
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLES OF ORGANIZATION
OF
CENTER ROAD, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Center Road, L.L.C. ("Company").

ARTICLE II - PURPOSE AND POWER

The purpose for which the Company is organized is to own, operate and manage property, real, personal and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the managers of the Company.

ARTICLE III - MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company shall be 1945 17th Street, Sarasota, FL 34234.

ARTICLE IV - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial registered agent of the Company in the State of Florida is Bruce P. Chapnick, Esq., 2033 Main Street, Suite 600, Sarasota, 34237.

ARTICLE V - MANAGEMENT

The Company is to be a manager-managed company.

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TALLAHASSEE, FLORIDA
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ARTICLE VI - OPERATING AGREEMENT

The Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, the Operating Agreement of the Company, as amended and in existence from time to time.

IN WITNESS WHEREOF, the undersigned member (or authorized representative) has executed these Articles of Organization at Sarasota, Florida, as of January 3, 2001.



Bruce P. Chapnick
Member or Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY DESCRIBED BELOW 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: Center Road, L.L.C.
2. The name and address of the registered agent and office is:

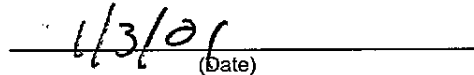
Bruce P. Chapnick, Esq.

2033 Main Street, Suite 600

Sarasota, FL 34237

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 as registered agent.


(Signature)


(Date)

APPROVED
AND
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TALLAHASSEE, FLORIDA