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ATTORNEYS AT LAW

THE ALEXANDER BUILDING  
535 CENTRAL AVENUE  
ST. PETERSBURG, FLORIDA 33701-3703

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February 14, 2001

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

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-02/20/01--01002--012  
\*\*\*\*125.00 \*\*\*\*125.00

Re: Delmar Place, Inc.  
Fifth Avenue Lofts, L.L.C.


L-1-2703

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation and Articles of Organization for the above-referenced limited liability company. Please file and return a file-stamped copy to this office. Enclosed is our checks in the amount of \$78.75 for the corporation filing fee and \$125.00 for the limited liability company filing fee.

Thank you for your attention to this matter.

Sincerely,

  
George K. Rahdert

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Encl.

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**ARTICLES OF ORGANIZATION**  
**OF**  
**FIFTH AVENUE LOFTS, L.L.C.**

The undersigned, for the purposes of forming a limited liability company under the provisions of Chapter 608 of the Florida Statutes (hereinafter referred to as "the Company"), hereby agrees to the following:

**ARTICLE I - NAME**

The name of the Company shall be FIFTH AVENUE LOFTS, L.L.C.

**ARTICLE II - PURPOSE AND POWERS**

Section 1. The Company is formed for the purpose of engaging in any lawful activity or business for which limited liability companies may be organized under the laws of the State of Florida.

Section 2. The Company may exercise all powers, rights, and privileges conferred on limited liability companies pursuant to the laws of the State of Florida.

**ARTICLE III - TERMS OF EXISTENCE**

The Company shall have perpetual existence.

**ARTICLE IV - PRINCIPAL OFFICE OF COMPANY**

The principal office of the Company shall be 6381 18<sup>th</sup> Street N.E., St. Petersburg, Florida 33702.

**ARTICLE V - MAILING ADDRESS OF COMPANY**

The mailing address of the Company shall be 6381 18<sup>th</sup> Street N.E., St. Petersburg, Florida 33702.

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CLERK OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

Section 1. The street address of the initial registered agent of the Company shall be 535 Central Avenue, St. Petersburg, Florida 33701.

Section 2. The name of the initial registered agent of the Company located at said site shall be GEORGE K. RAHDERT.

**ARTICLE VII - MANAGEMENT**

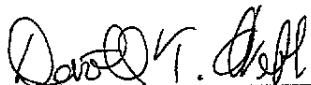
Section 1. The business and affairs of the Company shall be managed by its Managers.

Section 2. The initial Managers are identified as follows:

<u>Name</u>	<u>Address</u>
Dorothy T. Webb	6381 18 <sup>th</sup> Street N.E. St. Petersburg, FL 33702

IN WITNESS WHEREOF, for purposes of forming a limited liability company under the laws of the State of Florida, the undersigned executed these Articles of Organization on this

14 day of February, 2001.

  
Dorothy T. Webb, Manager

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

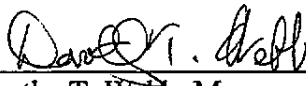
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**CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.407(d) of the Florida Statutes, the following limited liability company, organizing under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the State of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the company is: **FIFTH AVENUE LOFTS, L.L.C.**
2. The name and address of the registered agent and office is: **GEORGE K. RAHDERT  
535 Central Avenue  
St. Petersburg, Florida 33701**

SIGNATURE:   
Dorothy T. Webb, Manager

Date: Feb 14, 2001

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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:   
GEORGE K. RAHDERT

Date: 2/14/01

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CLERK OF STATE  
TALLAHASSEE FLORIDA

**FILED**