

L01000003458

LAW OFFICES
RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.
RICHARDS BUILDING
1253 PARK STREET
CLEARWATER, FLORIDA 33756

RALPH RICHARDS (1893-1980)
JOHN D. FITE (1933-2000)
JOHN E. SLAUGHTER, JR.
EMIL G. PRATESI
R. CARLTON WARD
CYNTHIA I. RICE
THEO J. KARAPHILLIS

TEL: (727) 443-3281
FAX: (727) 446-3741

OF COUNSEL
WILLIAM W. GILKEY
WILLIAM M. MACKENZIE
PATRICK W. RINARD

February 24, 2001

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

400003782664---7
-03/07/01--01017--001
*****21.25 *****21.25

400003782664---7
-02/27/01--01079--008
****133.75 ****133.75

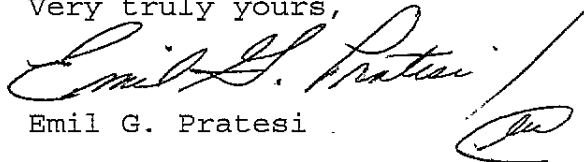
RE: Articles of Organization
T.J. Investments - Port Charlotte, LLC

Ladies/Gentlemen:

We enclose for filing in your office the original Articles of Organization and Designation of Registered Agent for the above referenced entity. Enclosed please find a check in the amount of \$133.75 to cover the filing fee and one (1) certified copy of the Articles.

We appreciate your forwarding the certified copies of the Articles to the undersigned at the firm and address shown above.

Very truly yours,


Emil G. Pratesi

EGP/ljw
Enclosures

FILED
01 MAR -7 AM 9:42
TALLAHASSEE, FLORIDA

52



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 1, 2001

EMIL G. PRATESI
RICHARDS GILKEY ET AL
1253 PARK ST
CLEARWATER, FL 33756

SUBJECT: T. J. INVESTMENTS - PORT CHARLOTTE, LLC
Ref. Number: W01000004720

We have received your document for T. J. INVESTMENTS - PORT CHARLOTTE, LLC and check(s) totaling \$133.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$21.25. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 701A00012761

FILED
01 MAR -7 AM 9:42
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

T. J. Investments - Port Charlotte, LLC

The undersigned hereby certifies that it has formed a limited liability company under the laws of the State of Florida.

ARTICLE I

Name

The name of the limited liability company shall be T. J. Investments - Port Charlotte, LLC.

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the limited liability company is:

1230 S. Myrtle Avenue
Suite 301
Clearwater, Florida 33756

ARTICLE III

Period of Duration

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

ARTICLE IV

Purposes

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE V

General Powers

The limited liability company shall have all those powers set forth in the Florida Statutes.

ARTICLE VI

Registered Office and Registered Agent

The street address of the limited liability company's

registered office is 1253 Park Street, Clearwater, FL 33756 and the initial registered agent at such address is Emil G. Pratesi. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE VII

Additional Contributions

Additional contributions, if any, will be made by the Members as provided in the regulations adopted by the Members.

ARTICLE VIII

Management

The management of the limited liability company shall be vested in the Members. The Members shall have the powers granted to them in the regulations. The initial Members are R. M. Thompson Co., a Florida corporation, and Charles E. Juengling.

ARTICLE IX

Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of the majority of the remaining Member's interests. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a Member, all contracts authorized by the limited liability company and executed by such Member in his or its representative capacity shall survive and shall inure to the benefit of the limited liability company.

ARTICLE X

Restrictions on Membership

No new Members shall be admitted to the limited liability company without the prior consent of a majority of the existing Member's interests. Contributions required of new Members shall be

determined as of the time of their admission to the limited liability company. A Member's interest in the limited liability company may not be sold or otherwise transferred except in compliance with the regulations of the limited liability company. Additional restrictions and conditions on membership may be set forth in regulations adopted by the Members.

ARTICLE XI

Regulations

The Members of the limited liability company shall adopt regulations which shall also act as the operating agreement of the Members pertaining to the regulation, management and affairs of the limited liability company, provided that such regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The regulations shall be repealed or altered only by the Members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE XII

Acknowledgment

The undersigned, being the Members of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of T. J. Investments - Port Charlotte, LLC. These Articles of Organization may be amended from time to time by the Members in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE XIII

Voting

Each Member's vote shall be weighted in proportion to the Member's initial capital accounts plus any additional capital contributed by the Members at the request of the limited liability company.

IN WITNESS WHEREOF, the undersigned have executed these
Articles of Organization this 23rd day of Feb., 2001.

R. M. THOMPSON CO., a Florida
Corporation

By: Tempi Savoie
Tempi Savoie, President

Charles E. Juengling
Charles E. Juengling

Dated: February 23, 2001

FILED
01 MAR -7 AM 9:42
NOTED TO FILE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

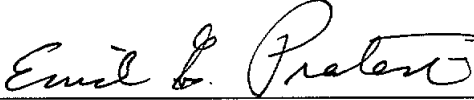
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:
T. J. Investments - Port Charlotte, LLC
2. The name and address of the registered agent and office is:

Emil G. Pratesi, Esquire
Richards, Gilkey, Fite,
Slaughter, Pratesi & Ward, P.A.
1253 Park Street
Clearwater, Florida 33756

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 obligation of my position as registered agent.

Dated this 5th day of March, 2001.


Emil G. Pratesi

FILED
01 MAR -7 AM 9:42
TALLAHASSEE, FLORIDA