

LOI 00990 4298

G. MICHAEL MACKENZIE, P.A.
ATTORNEY AND COUNSELOR AT LAW

G. MICHAEL MACKENZIE
◆ Board Certified Real Estate Lawyer
◆ Estate Planning
◆ Probate
◆ Corporate & Business Law

(727) 791-0031
FAX: (727) 797-8063
E-MAIL: gmike@gte.net

Cypressview Professional Center
2424 Enterprise Road
Suite "G"
Clearwater, Florida 33763

FILED
MAR 20 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 27, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

500003795705-2
-03/02/01-01046-008
***125.00 ***125.00

RE: LIVE OAK LODGE, LLC.

Gentlemen:

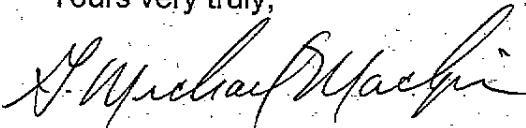
Please find enclosed the original and a copy of the Articles of Organization for the above proposed Florida Limited Liability Company. Also enclosed is our check in the amount of \$125.00 representing the charter tax, filing fees for the Articles of Organization and the appropriate sum for a certified copy of the Articles.

When this entity has been duly qualified, please forward a certified copy of the Articles of Organization, together with your filing acknowledgement.

Your expedited handling and return is requested.

Thank you.

Yours very truly,



G. MICHAEL MACKENZIE

GMM/sm

Enclosures

LOI-4298
Handwritten initials and signature



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 5, 2001

G. MICHAEL MACKENZIE
2424 ENTERPRISE ROAD, SUITE G
CLEARWATER, FL 33763

SUBJECT: LIVE OAK LODGE, LLC
Ref. Number: W01000004949

FILED
01 MAR 20 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for LIVE OAK LODGE, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on March 2, 2001. Please amend your document accordingly.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 501A00013365

**ARTICLES OF ORGANIZATION
OF
LIVE OAK LODGE, LLC**

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 **LIVE OAK LODGE, LLC**. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is: 2424 Curlew Road, Palm Harbor, Florida 34683.

ARTICLE III -- DURATION

The company shall commence its existence on April 1, 2001. The company's existence shall be perpetual, unless the company is dissolved as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are:

Dennis E. O'Keefe
2424 Curlew Road
Palm Harbor, FL 34683

01 MAR 20 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless 100% of all the

members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII – MEMBERS' RIGHT TO CONTINUE BUSINESS

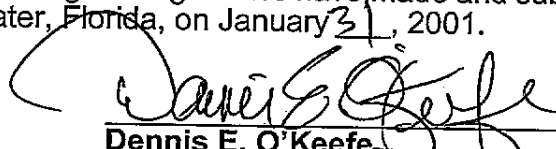
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the unanimous vote of all the remaining members.

ARTICLE IX – MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company are:

Dennis E. O'Keefe
2424 Curlew Road
Palm Harbor, FL 34683

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Clearwater, Florida, on January 31, 2001.

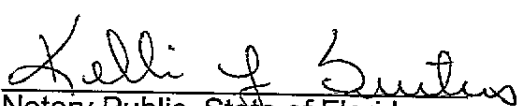

Dennis E. O'Keefe


Jerry D. Oltman

Sworn to and subscribed before me this 31st day of January, 2001, by Dennis E. O'Keefe and Jerry D. Oltman, who are both personally known to me, or who produced Florida Drivers Licenses as identification.

(Seal)

KELLI J. SUITERS
COMMISSION # CC 703583
EXPIRES DEC 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

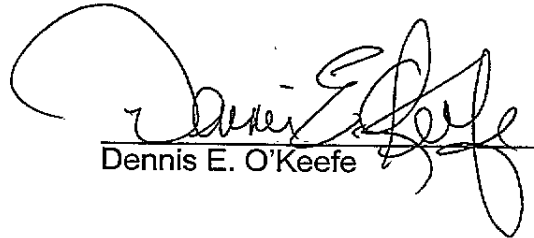

Notary Public, State of Florida
(Name) Kelli J. Suiters
My commission expires: 12-17-2001

01 MAR 20 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT


I HEREBY acknowledge that I am familiar with and accept the obligations of Registered Agent, to accept service of process for the Florida Limited Liability Company, **LIVE OAK LODGE, LLC.**


Dennis E. O'Keefe

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 31st day of January, 2001, personally appeared Dennis E. O'Keefe, who is personally known to me, or who produced a Florida Drivers License as identification.

(Seal)  **KELLI J. SUITER**
COMMISSION # CC 703583
EXPIRES DEC 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC
My Commission Expires: 01 MAR 20 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED