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March 19, 2001

Florida Department of Revenue  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Borderlake, LLC

Dear Sir/Madam:

L01-4696

Enclosed for filing, please find an original and one (1) copy of the proposed Articles of Organization for Borderlake, LLC, together with our firm's check in the amount of \$125.00 representing the filing fee for said articles. Please return a filed copy of the enclosed to the undersigned at your earliest convenience.

Sincerely,

*Helen Brock Ford*

Helen Brock Ford  
Paralegal

/hbf  
Enclosures

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\*\*\*\*\*125.00 \*\*\*\*\*125.00

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

hbf  
3/27

## ARTICLES OF ORGANIZATION

OF

### BORDERLAKE, L.L.C.

The undersigned (the "Members") acting as the sole organizer of BORDERLAKE, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, *Fla. Stat.*, adopts the following Articles of Organization:

#### ARTICLE I - Name:

The name of the limited liability company is BORDERLAKE, L.L.C. (the "Company").

#### ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 7840 Professional Place, Tampa, Florida 33637.

#### ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

#### ARTICLE IV - Management:

The limited liability company is to be managed by a manager, and the name and address of the initial manager who is to serve as sole manager until the first annual meeting of members or until his successor is elected and qualified is:

Name

Robert J. Martin

Address

7840 Professional Place  
Tampa, Florida 33637

#### ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company.

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#### **ARTICLE VI - Adoption of Operating Agreement:**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Fla. Stat.*

#### **ARTICLE VII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be Robert J. Martin, and the street address of the Company's registered agent is 7840 Professional Place, Tampa, Florida 33637. A copy of the registered agent's acceptance to serve accompanies these Articles.

#### **ARTICLE VIII - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

#### **ARTICLE IX - Indemnification:**

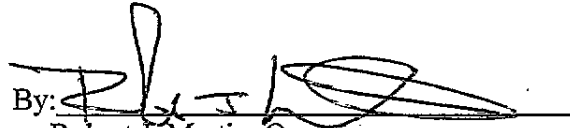
Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

#### **ARTICLE X - Member Interests:**

The Company is authorized to issue both voting and nonvoting units of membership interest. All membership interests shall be identical in all respects except the nonvoting membership interests shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting membership interests.

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CLERK OF DISTRICT COURT  
STATE OF FLORIDA

IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as of this 8th day of March, 2001.

By:   
Robert J. Martin, Organizer

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TALLAHASSEE FLORIDA

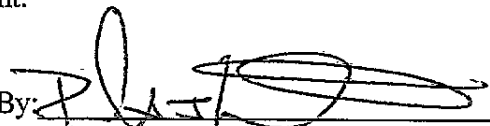
**ACCEPTANCE OF APPOINTMENT OF  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT 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 BORDERLAKE, L.L.C.
2. The name and address of the registered agent and his office is:

Robert J. Martin  
7840 Professional Place  
Tampa, Florida 33637

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.

By:   
Robert J. Martin, Registered Agent

Dated this 8<sup>th</sup> day of March, 2001.

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01 MAR 22 PM 12:46  
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TALLAHASSEE FLORIDA