

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

101000008167

Barbie Dunn's Belleair Realty LLC

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-05/23/01-01006-020
*****155.00 *****155.00

APPROVED
AND
FILED

01 MAY 23 AM 10:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

Signature _____

Requested by:

DR

Name _____

5/23/01

8:51

Date _____

Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF ORGANIZATION
OF
BARBIE DUNN'S BELLEAIR REALTY LLC

ARTICLE I
NAME, PRINCIPAL ADDRESS, AND MAILING ADDRESS

The name of this limited liability company is Barbie Dunn's Belleair Realty LLC and the initial principal address and mailing address of the limited liability company is 203 Indian Rocks Road, Belleair Bluffs, Florida 33770.

ARTICLE II
NATURE OF BUSINESS AND POWERS

The general nature of the business transacted by this limited liability company is to engage in any and all business permitted under the laws of the State of Florida. The limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as amended from time to time.

ARTICLE III
TERM OF EXISTENCE

This limited liability company's existence shall commence upon filing of these articles and shall continue until dissolved or until the occurrence of any one of the following events: the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the limited liability company or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the existence and business of the limited liability company is continued by consent of all remaining members.

ARTICLE IV
REGISTERED AGENT, INITIAL REGISTERED OFFICE

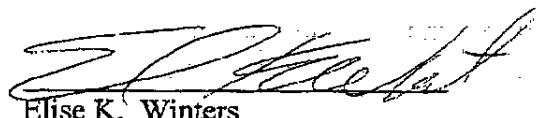
The name of the registered agent of the limited liability company is Elise K. Winters. The address of the initial registered office is 600 Cleveland Street, Suite 940, Clearwater, Florida, 33755.

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 accept the appointment as

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TREASURY OF STATE
OF FLORIDA
ISSUEE, FLORIDA

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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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Elise K. Winters

The members from time to time may move the registered office and/or the principal office to any other address in the State of Florida.

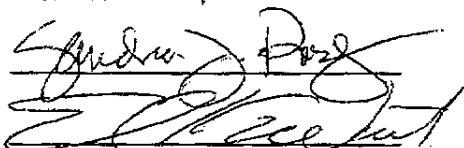
ARTICLE V MANAGEMENT

The management of the limited liability company shall be reserved to the members. The members shall have the power and authority to act on behalf of the limited liability company as provided in Chapter 608, Fla. Stat, as amended from time to time, and as provided in the Regulations of the Company.

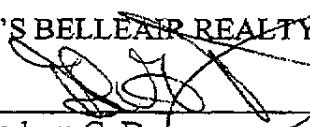
Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

IN WITNESS WHEREOF, the undersigned has executed this certificate on April 27, 2001.

Witnesses: 1



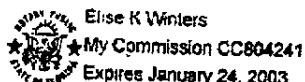
BARBIE'S BELLEAR REALTY LLC

By: 

Barbara G. Dunn

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on May 22, 2001, by Barbara G. Dunn, who is personally known to me and did take an oath.



Notary Public



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