

CAPITAL CONNECTION, INC.

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

L010000012468

Bay Crossings Associates LLC

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****155.00 ****155.00

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DIVISION OF CORPORATIONS
2001 JUL 26 PM 2:27
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WD-17278

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

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____ 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 _____
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____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
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TALLAHASSEE, FLORIDA

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AND
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JB
7-27-01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 26, 2001

CAPITAL CONNECTION, INC.

SUBJECT: BAY CROSSINGS ASSOCIATES, LLC
Ref. Number: W01000017278

We have received your document for BAY CROSSINGS ASSOCIATES, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following:

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 601A00043597

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BAY CROSSINGS ASSOCIATES, LLC.**

(A Limited Liability Company)

We, the undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization:

ARTICLE I.

The name of the limited liability company is BAY CROSSINGS ASSOCIATES, LLC.

ARTICLE II.

The period of duration of the limited liability company shall commence on the date of filing of these Articles of Organization with the Florida Secretary of State unless dissolved in accordance with applicable law or pursuant to the rights of members as granted in the Operating Agreement of the company.

ARTICLE III.

The limited liability company is organized for profit and the nature of its business purpose is to enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm association or corporation, municipality, county, parish, territory, government or other municipal or governmental subdivision; to engage in any other lawful act or activity for which limited liability companies may be organized under the laws of the State of Florida; to have and to exercise all the powers conferred by the laws of Florida upon limited liability companies formed under the laws pursuant to and under which this company is formed, as such laws are now in effect or may at any time hereafter be amended.

ARTICLE IV.

The address and county of the registered office of the limited liability company in the State of Florida is at 28044 Cavendish Court, #5804, Bonita Springs, Florida, 34135, Lee County, Florida and the name of its initial resident agent at the address is Leroy Mahan.

This shall also serve as the principal and mailing address for the limited liability company.

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ARTICLE V.

The business of the company shall be managed by the principals who shall have the power to make, alter and repeal the Operating Agreement of the company in the manner provided therein. In the event any principal is not a natural person, then such principal may designate one or more individuals to represent such principal in the management of the company.

ARTICLE VI.

The initial principals and their addresses are:

R. Michael O'Malley
4021 Arrowwood Court
Bonita Springs, Florida 34134

Leroy Mahan
28044 Cavendish Court, #5804
Bonita Springs, Florida 34135

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ARTICLE VII.

The principals shall not be subject to the payment of company debts to any extent whatsoever.

ARTICLE VIII.

No other personal or entities may be admitted as a principal of the company without the prior written consent of all principals then existing. No principal may assign, convey or transfer principalship in the company without the prior written consent of each other principal, except as may be provided in the Operating Agreement.

ARTICLE IX.

Upon the death, retirement, resignation, expulsion, bankruptcy or other event causing termination of a principal's interest in the company, the company shall be dissolved as provided under the laws of the State of Florida; unless the principals elect to continue the company in accordance with the terms of the Operating Agreement.

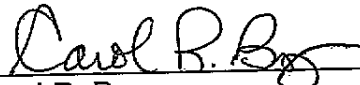
ARTICLE X.

The federal and state income tax purposes the company intends and elects to be classified as a partnership.

ARTICLE XI.

As used herein the term "Majority in Interest" shall mean any group of the principals (excluding any principal who at such time is deemed to be in default in the Operating Agreement) holding an aggregate of more than 50% of the Percentage Interests (as defined in the Operating Agreement) (excluding the entire Percentage Interest of any principal who at such time is deemed to be in default of the Operating Agreement) as determined at the time such Majority in Interest provisions provision applies.

IN WITNESS WHEREOF, Carol R. Brugger, as agent for the principals and Bay Crossings Associates, LLC, has executed this instrument this 25 day of July, 2001.



Carol R. Brugger

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TALLAHASSEE, FLORIDA

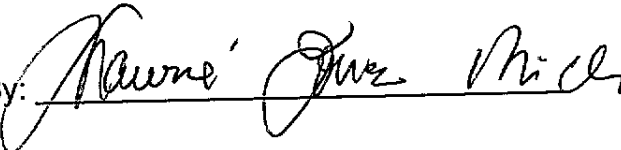
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ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF LEE

BE IT REMEMBERED, that on this 25th day of July, 2001, before me, the undersigned, a Notary Public in and for the county and state aforesaid, came Carol R. Brugger, as agent for the principals and Bay Crossings Associates, LLC. who is personally known to me and who executed the foregoing instrument in writing, and such person duly acknowledged the execution of the same.



By: 

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BAY CROSSINGS ASSOCIATES, LLC

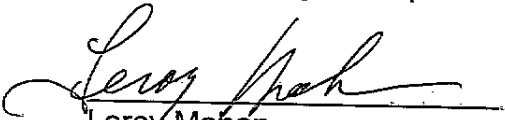
2. The name and the Florida street address of the registered agent and office are:

Leroy Mahan
28044 Cavendish Ct., #5804
Bonita Springs, Florida 34135

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TALLAHASSEE, FLORIDA

APPROVED
AND
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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 as provided for in Chapter 608, F.S..


Leroy Mahan