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REFERENCE : 393680 9153A

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 125.00

ORDER DATE : August 6, 2001

ORDER TIME : 11:20 AM

ORDER NO. : 393680-005

CUSTOMER NO: 9153A

CUSTOMER: Jerry C. Cobb, Esq
Jerry C. Cobb Attorney At Law

Suite 206-207
501 South Ft. Harrison Avenue
Clearwater, FL 33756

DOMESTIC FILING

NAME: THE CLIFFS OF CLEARWATER,
L.L.C.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

700004519007--4

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

WAI-18104

JB
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01 AUG -6 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 7, 2001

CSC
BETTY YOUNG

SUBJECT: THE CLIFFS OF CLEARWATER, L.L.C.
Ref. Number: W01000018104

We have received your document for THE CLIFFS OF CLEARWATER, L.L.C. and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The document must contain the entity's complete mailing address.

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: 901A00045269

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 6, 2001

CSC
BETTY YOUNG

SUBJECT: THE CLIFFS OF CLEARWATER, L.L.C.
Ref. Number: W01000018104

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If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 801A00045143

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ARTICLES OF ORGANIZATION OF THE CLIFFS OF CLEARWATER, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I.

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be The Cliffs of Clearwater, L.L.C., and its mailing and principal office shall be located at 25 2nd Street North, in the City of St. Petersburg, County of Pinellas, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II.

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III.

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV.

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

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ARTICLE V.

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI.

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$113,000.00 cash shall be paid to the limited liability company by the four (4) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII.

PROFITS AND LOSSES

(a). *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the

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CLERK OF SUPERIOR COURT
LAHASSEE, FLORIDA

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business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members within thirty (30) days following the end of each calendar quarter.

(b). *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares..

ARTICLE VIII.

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

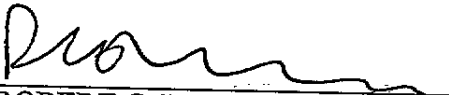
ARTICLE IX.

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

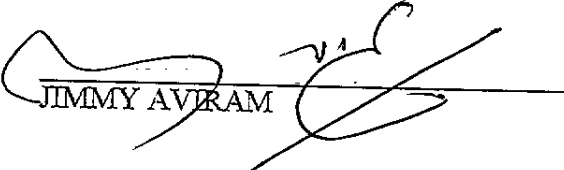
The address of the initial registered office of the limited liability company is 24703 U. S. Highway 19 North, City of Clearwater, County of Pinellas, State of Florida, and the name of the company's initial registered agent at that address is MICHAEL J. GUJU.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of THE CLIFFS OF CLEARWATER, L.L.C.

Executed by the undersigned at Clearwater, Florida on July 20, 2001.


ROBERT C. E. WILLIAMS


DOUGLAS MCPHERSON


JIMMY AVIRAM


MICHAEL J. GUJU

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Statement Designating Registered Agent and Office of the Cliffs of Clearwater, L.L.C.

State of Florida
County of Pinellas

Pursuant to the provisions of Section 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is The Cliffs of Clearwater, L.L.C.

The name of the registered agent for The Cliffs of Clearwater, L.L.C. is MICHAEL J. GUJU and the street address of the company's principal office where the agent is located is 24703 U.S. Highway 19 North, Suite 315, Clearwater, Florida 33763

This statement is to acknowledge that, as indicated above, The Cliffs of Clearwater, L.L.C., has appointed me, MICHAEL J. GUJU, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

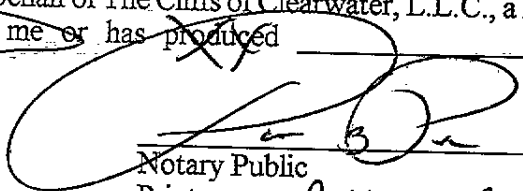
Dated: July 20, 2001


MICHAEL J. GUJU
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS


01 AUG -6 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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The foregoing instrument was acknowledged before me this 20th day of July, 2001, by MICHAEL J. GUJU, registered agent on behalf of The Cliffs of Clearwater, L.L.C., a limited liability company. He is personally known to me or has produced _____ as identification.


Notary Public

Print name: PATTIANN B. PINO

My commission expires: 10/5/03

 Pattiann B Pino
My Commission CC877294
Expires October 5, 2003