



August 8, 2001

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Attached LLC Articles of Organization
(with check enclosed)

Dear Registration Section Administrator:

My name is Marc S. Gaines. My address is PO Box 10043, Tampa, Florida, 33679. My daytime telephone number is 813-254-2416.

Attached please find the Articles of Organization for the following named LLC –

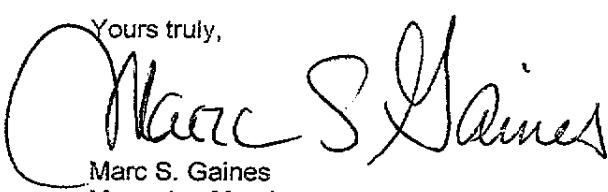
3302 Bay to Bay LLC

Also please find enclosed our check (payable to the Florida Department of State) in the amount of \$125 for payment of our Filing Fee and Designation of Registered Agent.

I understand the Registration Section will form a confirming "letter of acknowledgement" to document the completion of this registration.

Thank you,

Yours truly,


Marc S. Gaines
Managing Member

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-08/13/01-01120-010

****125.00 ****125.00

Tampa Office: 3302 Bay to Bay Blvd., Suite 102, Tampa, Florida 33629
Mailing Address: P.O. Box 10043, Tampa, Florida 33679 / Telephone 813-254-2416
Licensed Real Estate Brokers



ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I – Name :

The name of the Limited Liability Company is :

3302 BAY TO BAY LLC

ARTICLE II – Address :

The mailing address and street address of the principal office of the Limited Liability Company are:

Mailing Address :

P.O. Box 10043
Tampa, Florida 33679

Street Address :

3302 Bay to Bay Blvd. – Suite 102
Tampa, Florida 33629

ARTICLE III – Registered Agent, Registered Office, Registered Agent's Signature

The name and the Florida street address of the Registered Agent are:

Marc S. Gaines
812 S. Fremont Avenue
Tampa, Florida 33606

Having been named as Registered Agent 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 in Chapter 608, F.S. .

REGISTERED AGENT


Marc S. Gaines

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FLORIDA
TALLAHASSEE
STATE
REGISTRATION
FILED

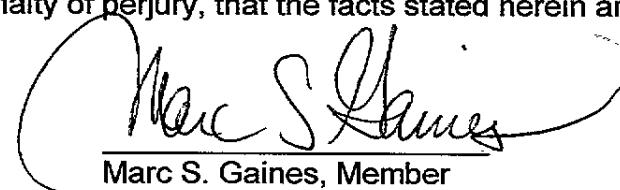
ARTICLE IV - Management :

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager managed company.



Marc S. Gaines, Member

(In accordance with Section 608.408(3) Florida Statutes, the execution of this document constitutes an affirmation, under penalty of perjury, that the facts stated herein are true.)



Marc S. Gaines, Member

FILED

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FLORIDA STATE
SHERIFF'S OFFICE
TALLAHASSEE FLORIDA