

**CAPITAL CONNECTION, INC.**

417-E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1702

**L010000020183**

Spanish Oaks Ventures LLC

900004691399--3  
-11/21/01--01079--001  
\*\*\*\*163.00 \*\*\*\*160.00

- 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 \_\_\_\_\_

01 NOV 21 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 NOV 21 PM 11:55  
DIVISION OF CORPORATION

11-21-01

APPROVED  
AND  
FILED

Signature \_\_\_\_\_

Requested by: SK

Name \_\_\_\_\_ Date 11/21/01 Time 11:12

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

**ARTICLES OF ORGANIZATION**  
**OF**  
**SPANISH OAKS VENTURES, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, F.S., hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be: **Spanish Oaks Ventures, L.L.C.**  
(hereinafter referred to as the "Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of  
the principal office of the company shall be: **Spanish Oaks Ventures, L.L.C.**  
**2451 McMullen-Booth Rd., Ste. 222**  
**Clearwater, FL 33579**

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered  
agent of the company in the State of Florida is: **Stephen McConihay**  
**2451 McMullen Booth Rd., Ste. 222**  
**Clearwater, FL 33579**

**ARTICLE V -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

**ARTICLE VI -- ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLE VII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

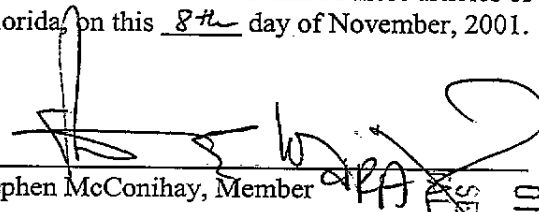
## ARTICLE VIII -- MANAGEMENT

The company shall be managed by one or more managers in accordance with regulations adopted by the managers for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The power to alter, amend, or revoke the regulations shall be vested in the managers. The name and address of the initial managers of the company are:

Theodore F. Bertuca  
505 Schooner Cove  
Hermitage, TN 37076

Stephen E. McConihay  
2451 McMullen Booth Rd., Ste. 222  
Clearwater, FL 33579

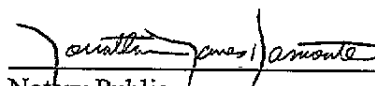
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at LARGO, PINELLAS COUNTY, Florida, on this 8th day of November, 2001.

  
Stephen McConihay, Member

STATE OF FLORIDA  
COUNTY OF PINELLAS

Sworn to (or affirmed) and subscribed before me this 8th day of November, 2001, by Stephen E. McConihay, who is personally known to me, or who produced \_\_\_\_\_ as identification.



  
Notary Public  
My commission expires:

01 NOV 21 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED