

CAPITAL CONNECTION, INC.

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

L010000020485

Alliance Properties LLC

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****155.00 ****155.00

Art of Inc. File	01 NOV 27 PM 3:10	RECEIVED 01 NOV 27 PM 12:00 TALLAHASSEE, FLORIDA DIVISION OF STATE INVESTMENT & CAPITAL MARKETS	APPROVED AND FILED
LTD Partnership File			
Foreign Corp. File			
<input checked="" type="checkbox"/> L.C. File			
Fictitious Name File			
Trade/Service Mark			
Merger File			
Art. of Amend. File			
RA Resignation			
Dissolution / Withdrawal			
Annual Report / Reinstatement			
<input checked="" type="checkbox"/> 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			

W01-20485

Signature

Requested by:

Name SK Date 11/27/01 Time 10:25

Walk-In Will Pick Up



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 27, 2001

CAPITAL CONNECTION, INC.

SUBJECT: ALLIANCE PROPERTIES, L.L.C.
Ref. Number: W01000026960

We have received your document for ALLIANCE PROPERTIES, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following:

Please list the registered agent's name in Article IV.

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: 501A00062872

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLES OF ORGANIZATION

OF

ALLIANCE PROPERTIES, L.L.C.

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

ARTICLE I - NAME

The name of the limited liability company shall be **ALLIANCE PROPERTIES, L.L.C.** ("Company").

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business of the Company in Florida shall be 111 West Fortune Street, Tampa, Florida 33602. The mailing address shall be 111 West Fortune Street, Tampa, Florida 33602.

ARTICLE II - 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 dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is David H. Callen, 111 West Fortune Street, Tampa, Florida 33602.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE V - INITIAL MEMBERS AND
PERCENTAGE INTERESTS CAPITAL CONTRIBUTIONS**

The initial members of the Company and their interest in the Company and their contribution to the capital of the Company shall be:

David H. Callen

100%

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the consent of members having an aggregate capital interest in the company equal to at least fifty percent (50%) of the combined capital interests in the Company.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the written consent of members having an aggregate capital interest in the company equal to at least fifty percent (50%) of the combined capital interests in the Company. 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 at least members having an aggregate capital interest in the company equal to at least fifty percent (50%) of the combined capital interests in the company consent.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members 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.

APPROVED
AND
FILED

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CLERK OF SUPERIOR COURT
HASSEE, FLORIDA

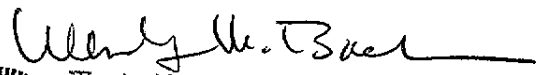
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Tampa, Florida, for the foregoing uses and purposes this 7th day of November, 2001.


DAVID H. CALLEN

STATE OF FLORIDA
COUNTY OF ~~POLEK~~ Hillsborough

The foregoing instrument was acknowledged before me on this the 7th day of November, 2001, by DAVID H. CALLEN, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.




Wendy M. Boehm
Commission # CC 997147
Expires March 17, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ACCEPTANCE

I hereby accept to act as initial Registered Agent for **ALLIANCE PROPERTIES, L.L.C.**, as stated in these Articles of Organization.

DAVID H. CALLEN



APPROVE
AND
FILED

01 NOV 27 PM 3:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA