

**CORPORATE
ACCESS,
INC.**

LD1000002205B

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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LLC

1.) *BARCLAY TRAILS, LLC*
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SPECIAL INSTRUCTIONS

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ARTICLES OF ORGANIZATION

OF

BARCLAY TRAILS, L.L.C.

a Florida Limited Liability Company

ARTICLE I

Name

The name of this Limited Liability Company is BARCLAY TRAILS, L.L.C. (the "Company").

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Company is

226 Howard Drive
Belleir Beach, Florida 33786

ARTICLE III

DURATION

The Company's existence shall commence upon the acceptance of the Articles of Organization by the Secretary of State of Florida and shall continue in existence until the expiration of fifty (50) years from such commencement date, unless sooner terminated, liquidated, or dissolved by law or by the unanimous consent of the Members.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is therefore, a manager-managed company. The name and addresses of the manager(s) is, as follows:

Charles M. B. Ross
226 Howard Drive
Belleair Beach, FL 33786

John A. Pietrowski
226 Howard Drive
Belleair Beach, FL 33786

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TALLAHASSEE, FLORIDA

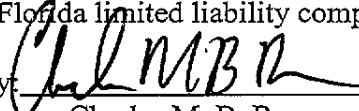
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ARTICLE V
REGISTERED AGENT AND REGISTERED OFFICE

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

Charles M. B. Ross
226 Howard Drive
Belleair Beach, FL 33786

BARCLAY TRAILS, L.L.C.,
a Florida limited liability company

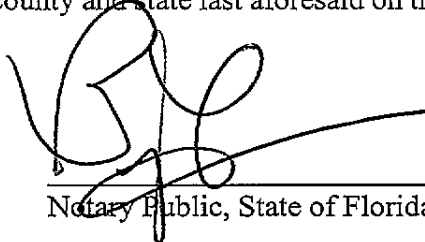
By: 
Charles M. B. Ross
Its: Managing Member

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18th day of December 2001, by Charles M. B. Ross, as Managing Member of BARCLAY TRAILS, L.L.C., who is personally known to me or produced _____ as identification.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

My Commission Expires:


Notary Public, State of Florida

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

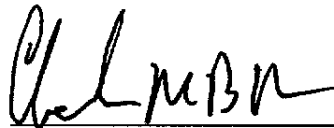
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

The name of the Limited Liability Company is: BARCLAY TRAILS, L.L.C.

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

Charles M. B. Ross
226 Howard Drive
Belleair Beach, FL 33786

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.



(SEAL)

CHARLES M. B. ROSS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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