



L0100 0022740

ACCOUNT NO. : 072100000032

REFERENCE : 555577 4309406

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 150.00

ORDER DATE : December 28, 2001

ORDER TIME : 11:02 AM

ORDER NO. : 555577-010

CUSTOMER NO: 4309406

200004742782--6

CUSTOMER: Mr. Preston O. Cockey, Jr.
Gray, Harris & Robinson, P.a.
Suite 2200
201 N. Franklin Street
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: PINEBROOKE CC, LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER'S INITIALS:

01 DEC 28 PM 3:33
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FL 32304
DEC 28 PM 12:14
DIVISION OF CORPORATION

APPROVED
AND
FILED

JP 12-28-01

CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, the following Florida limited partnership hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company.

FIRST: The name of unincorporated business immediately prior to filing of this document was:

Pinebrooke CC, Ltd., a Florida limited partnership

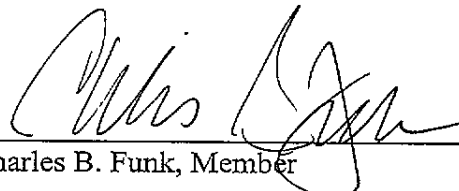
A980000000637

SECOND: The date on which and the jurisdiction in which the limited partnership was first created or otherwise came into being are:

- A. Date: March 9, 1998
- B. Jurisdiction: Florida

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is:

Pinebrooke CC, LLC


Charles B. Funk, Member

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 28 PM 3:32

APPROVED
AND
FILED

Dated effective as of the December 31, 2001.

348000-3 / 0500110.01

ARTICLES OF ORGANIZATION

OF

PINEBROOKE CC, LLC

1. **NAME.** The name of this limited liability company is Pinebrooke CC, LLC (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

2. **PLACE OF BUSINESS.** The mailing address and street address of the Company's principal office is 601 Bayshore Boulevard, Suite 650, Tampa, Florida 33606.

3. **REGISTERED AGENT AND OFFICE.** The name of the initial registered agent of the Company is Preston O. Cockey, Jr. The street address of the initial registered agent of the Company is One Tampa City Center, Suite 2200, 201 North Franklin Street, Tampa, Florida 33602.

4. **MANAGEMENT OF THE COMPANY.** The Company shall be managed by the members, in accordance with the Operating Agreement adopted by all of the members, and is therefore a member-managed company.

5. **OPERATING AGREEMENT.** The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned executed these Articles of Organization to be effective as of the 31st December, 2001. (In accordance with Section 608.408(3), *Florida Statutes*, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



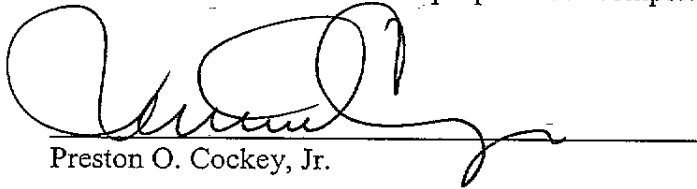
Charles B. Funk, Member

01 DEC 28 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVAL
AND
FILED

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all *Statutes* relative to the proper and complete performance of my duties.



Preston O. Cockey, Jr.

effective
Dated: December 31, 2001.

348000-3 / 0500109.01

APPROVED
AND
FILED
01 DEC 28 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA