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ACCOUNT NO. : 072100000032

REFERENCE : 580609 7266798

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 155.00

ORDER DATE : January 2, 2002

ORDER TIME : 11:39 AM

ORDER NO. : 580609-010

CUSTOMER NO: 7266798

CUSTOMER: Suzanne Walker, Legal Asst
Phelps Dunbar, LLP

Suite 3600
100 North Tampa Street
Tampa, FL 33602

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SPANISH KEY 110, LLC

EFFECTIVE DATE: 12-31-01

000004747480--4

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: *JB*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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ARTICLES OF ORGANIZATION

FOR

SPANISH KEY 110, LLC

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

ARTICLE I -- NAME

The name of the limited liability company shall be SPANISH KEY 110, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 17287 Perdido Key, Perdido Key, Florida 32507.

ARTICLE III -- DURATION

The Company shall commence its existence on December 31, 2001. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in the operating agreement.

ARTICLE IV -- PURPOSE

The purpose for which the Company is organized is to engage in any and all business and activities permitted by the laws of the State of Florida.

ARTICLE V -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Donald H. Whittemore, Esquire, Phelps Dunbar, LLP, 100 North Tampa Street, Suite 3600, Tampa, Florida 33602.

02 JAN -2 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

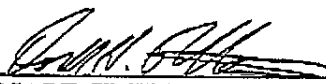
APPROVED
AND
FILED

IN WITNESS WHEREOF, the undersigned as authorized representative has made and subscribed these Articles of Organization at Tampa, Florida, on this 2nd day of January, 2002.


DONALD H. WHITTEMORE
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the articles of organization, 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 compete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


DONALD H. WHITTEMORE
c/o Phelps Dunbar LLP
Registered Agent

APPROVED
AND
FILED

02 JAN - 2 PM 2:04

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TALLAHASSEE, FLORIDA