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ZIMMET, UNICE, SALZMAN & FELDMAN, P.A.

Two Prestige Place
2650 McCormick Drive, Suite 100
Clearwater, Florida 33759

ELITA D. COBBS
DONNA J. FELDMAN
ROBERT E. HEYMAN
BRET T. JARDINE
JESSICA P. MAHONEY
ANDREW J. SALZMAN
T.R. UNICE, JR.
JOSEPH J. VECCHIOLI
NICOLE E. WEISS
ALAN S. ZIMMET

Telephone: (727)723-3772
Facsimile: (727)723-1421
Website: www.zusflaw.com

E-mail: jmahoney@zusflaw.com

January 3, 2002

VIA FEDERAL EXPRESS

Division of Corporations
Department of State
The Capitol
P. O. Box 6327
Tallahassee, FL 32314

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-01/04/02-01024-006
****125.00 ****125.00

FILED
02 JAN -4 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Organization for Pasco Land Barons


Dear Gentlemen:

Enclosed please find the above-referenced document for filing with your department, as well as a check in the amount of \$125.00, to cover the fee associated with such filing. Please process this filing at your earliest opportunity and return confirmation of same to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

ZIMMET, UNICE, SALZMAN & FELDMAN, P.A.


Jessica P. Mahoney

Enclosures

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L02-550
CJL

**ARTICLES OF ORGANIZATION
OF
PASCO LAND BARONS, L.L.C.**

The undersigned acting as an Organizer of a limited liability company under the Florida Limited Liability Company Act adopts the following Articles of Organization:

**I.
NAME**

The name of this limited liability company is PASCO LAND BARONS, L.L.C. (hereinafter "Company").

**II.
PURPOSE**

The purpose for which this Company is formed is to engage in any activity permitted under the laws of the State of Florida.

**III.
TERM OF EXISTENCE**

This Company shall begin existence at the date of filing and shall exist perpetually.

**IV.
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company is 1208 South Myrtle Avenue, Clearwater, Florida, 33756.

**V.
REGISTERED AGENT AND OFFICE**

The name and street address of the Company's registered agent, whose Acceptance of Appointment as Registered Agent is included with these Articles is:

Donna J. Feldman, Esquire
Zimmet, Unice, Salzman & Feldman, P.A.
2650 McCormick Drive, Suite 100
Clearwater, FL 33759

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**VI.
MEMBERSHIP UNITS**

There shall be one thousand (1,000) Membership Units authorized for issuance by the Company.

**VII.
CONTINUITY**

The remaining Members of the Company will have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

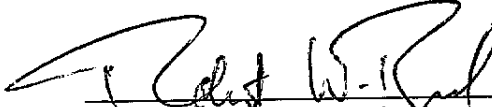
**VIII.
MANAGEMENT**

The business of the Company will be conducted under the management of its Managers who shall have authority to act for the Company as set forth in the Operating Agreement of the Company, and the names and addresses of the Managers of the Company are:

Robert W. Byrd
1208 South Myrtle Avenue
Clearwater, Florida 33756

John M. Ryan
1208 South Myrtle Avenue
Clearwater, Florida 33756

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization in accordance with Section 608.408(3), Florida Statutes, this 2 day of January, 2001.


Robert W. Byrd, Organizer

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Donna J. Feldman, of Zimmet, Unice, Salzman & Feldman, P.A., accept the appointment as registered agent of the Company, and state that I am familiar with and accept the duties and obligations of that position as provided for in Chapter 608, F.S.

Date: 1/2/02

Zimmet, Unice, Salzman & Feldman, P.A.

By: 

Donna J. Feldman
Registered Agent

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