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PROFESSIONAL ASSOCIATION

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L02000009734

Via Federal Express

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

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-04/05/02--01044--010
****337.50 ****155.00

Re: North Glen Arms, L.L.C.

Dear Sir/Madam:

Enclosed please find the following documents relating to the above-named limited liability company:

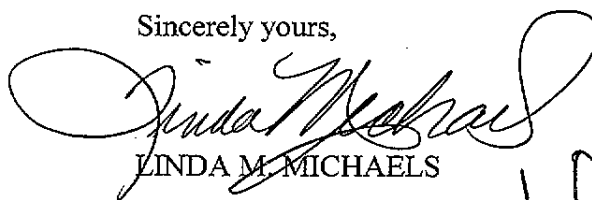
1. The original and one copy of the Articles of Organization.
2. The original and one copy of a Certificate Designating Registered Agent.
3. The original and one copy of an Affidavit of Membership and Contributions of Limited Liability Company.

Please file the original Articles, Certificate Designating Registered Agent and Affidavit, and thereafter return to this office a certified copy of the Articles of Organization.

Also enclosed is this firm's check in the amount of \$337.50, representing the filing fee of \$250.00, certified copy fee of \$52.50, and a registered agent fee of \$35.00.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,


LINDA M. MICHAELS

LMM/tmp
Enclosures

cc: Mr. Vincent Bekiempis
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 10, 2002

LAW OFFICES FREEDMAN & MICHAELS
LINDA M. MICHAELS
400 N TAMPA ST., STE 2125 PARK TOWER
TAMPA, FL 33602

SUBJECT: NORTH GLEN ARMS, L.L.C.
Ref. Number: W02000010091

We have received your document for NORTH GLEN ARMS, L.L.C. and your check(s) totaling \$337.50. However, the document has not been filed and is being retained in this office for the following:

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Enclosed is an application for refund. Please sign and return and allow at least 60 to 90 days for the refund to be processed.

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) 245-6097.

Lakysha Francis
Document Examiner

Letter Number: 902A00021262

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
NORTH GLEN ARMS, L.L.C.

These Articles of Organization are made for the purpose of forming a limited liability company under the Florida Limited Liability Company Act.

ARTICLE I

NAME

The name of this limited liability company is **NORTH GLEN ARMS, L.L.C.** (the "Company").

ARTICLE II

DURATION

The Company shall exist from the date of filing these Articles of Organization with the Department of State until the earlier of 30 years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

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ARTICLE III

MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal office of the Company is 12108 N. 56th Street, Tampa, Florida 33617.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Company is **VINCENT BEKIEMPIS**, and the street address of the initial registered agent of the Company is 12108 N. 56th Street, Tampa, Florida 33617.

ARTICLE V

ADDITIONAL MEMBERS

Additional members to the Company may be admitted and membership interests may be transferred, but only if all the current members agree to the admission of the additional members and to the terms of admission and transfer.

ARTICLE VI

TERMINATION OF MEMBERSHIP

Upon the death, legal disability, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the

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continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

ARTICLE VII

MANAGEMENT OF THE COMPANY

The Company shall be managed by a manager in accordance with the Company's Operating Agreement. The name and address of the initial manager of the Company are:

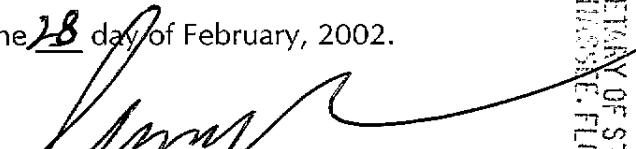
Vincent Bekiempis
12108 N. 56th Street
Tampa, Florida 33618

ARTICLE VIII

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, being all of the members of the Company, have executed these Articles of Organization effective as of the 28 day of February, 2002.


VINCENT BEKIEMPIS

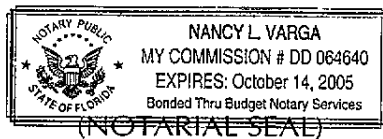

HEIDI R. BEKIEMPIS

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 28 day of February, 2002, before me personally appeared VINCENT BEKIEMPIS, known to me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed the same for the purposes expressed therein.

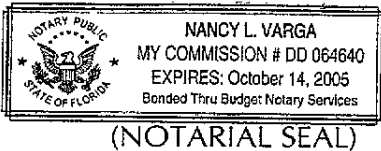


Nancy L. Varga
NOTARY PUBLIC [Signature Above]
Print Name: Nancy L. Varga
State of Florida at Large
My commission expires: 10/14/05

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 28 day of February, 2002, before me personally appeared HEIDI R. BEKIEMPIS, known to me to be the person who executed the foregoing Articles of Organization, and she acknowledged before me that she executed the same for the purposes expressed therein.



Nancy L. Varga
NOTARY PUBLIC [Signature Above]
Print Name: Nancy L. Varga
State of Florida at Large
My commission expires: 10/14/05

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAW OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING ITS REGISTERED OFFICE AND AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

NORTH GLEN ARMS, L.L.C.

2. The name and address of the registered agent and office is:

VINCENT BEKIEMPIS

(NAME)

12108 North 56th Street

(ADDRESS - P.O. BOX NOT ACCEPTABLE)

Tampa, FL 33617

(CITY/STATE/ZIP)

NORTH GLEN ARMS, L.L.C., a Florida limited liability company

By: 

Vincent Bekiempis
Manager

Date: February 26, 2002

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.


VINCENT BEKIEMPIS

Date: February 26, 2002

REGISTERED AGENT FILING FEE: \$35.00

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TALLAHASSEE, FLORIDA