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BY FEDERAL EXPRESS FOR STANDARD OVERNIGHT DELIVERY

FILED

9/25, 2002

2002 SEP 30 AM 11:38
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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***375.00 ***125.00

FLORIDA DEPARTMENT OF STATE
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
(phone 850-245-6051)

TO WHOM IT MAY CONCERN:

Enclosed please find Articles of Incorporation for a new limited liability company I would like to create. Also enclosed is a check for \$125.00 payable to the Florida Department of State for the \$100.00 Filing Fee or the Articles of Incorporation and \$25.00 Designation of Registered Agent fee.

Please mail a confirmation letter the address on the Articles of Incorporation. If you have any questions you can contact me at 727-733-7585, extension 312.

Sincerely,



Elizabeth B. Hofmeister
Director of Finance

1 check -
3 different LLC's
\$375.00
3 x \$125.00
3 different LLC's
enclosed
Thank you -

J. BRYAN UCI - 1 2002

ARTICLES OF ORGANIZATION
OF
BARCLAY STONEYBROOK II PARTNERS, LLC

2002 SEP 20 AM 11:30
FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization of BARCLAY STONEYBROOK II PARTNERS, LLC.

ARTICLE I -- NAME

The name of the limited liability company shall BARCLAY STONEYBROOK II PARTNERS, LLC. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is: 1123 Overcash Drive, Dunedin, Florida, 34698.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are: Daniel L. Vietto, 1123 Overcash Drive, Dunedin, Florida 34698

Having been named 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.

Daniel L. Vietto

ARTICLE V -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Dunedin, Florida, on 9/23, 2002.

Daniel L. Vietto, Manager