

FROM: HOLLAND AND KNIGHT

FAX NO.: 4072445288

01-03-03 04:57P P.09

L030000001358

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000017908 2))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : HOLLAND & KNIGHT
Account Number : 075350000340
Phone : (407) 425-8500
Fax Number : (407) 244-5288

RECEIVED
03 JAN 14 AM 7:43
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

Sarasota Downtown Holdings, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

J. BRYAN JAN 14 2003

**ARTICLES OF ORGANIZATION FOR
SARASOTA DOWNTOWN HOLDINGS, LLC
(a Florida limited liability company)**

FILED
2003 JAN 13 AM 6:51
JUNIOR CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is: SARASOTA DOWNTOWN HOLDINGS, LLC.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company is:

243 West Park Avenue, Suite 200
Winter Park, FL 32789
Attention: David A. Satcher

ARTICLE III. DURATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the unanimous written agreement of all Members.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are:

Intrastate Registered Agent Corporation
200 South Orange Avenue, Suite 2600
Orlando, FL 32801

ARTICLE V. MANAGEMENT


The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Therefore, the Company is a manager-managed company. Such Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The name and address of the initial Manager are as follows:

Casvak Holdings, Inc.
243 West Park Avenue
Winter Park, FL 32789

Such Manager shall serve in such capacity until the first meeting of the Members or until his successor(s) are duly elected and qualified.

ARTICLE VI. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.



Glenn A. Adams
Authorized Representative of a Member

FILED
2003 JAN 13 AM 6:51
DIV. OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF SARASOTA DOWNTOWN HOLDINGS, LLC**

FILE
2003 JAN 13 AM 6
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, SARASOTA DOWNTOWN HOLDINGS, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is: SARASOTA DOWNTOWN HOLDINGS, LLC.
2. The name of the registered agent and the address of the registered office are:

NAME: INTRASTATE REGISTERED AGENT CORPORATION

ADDRESS: 200 South Orange Avenue, Suite 2600

Orlando, Florida 32801

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 as provided for in Chapter 608, F.S.

Date: January 13, 2003

INTRASTATE REGISTERED AGENT
CORPORATION

By: 
Glenn A. Adams, Vice President