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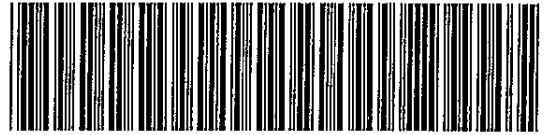
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Branning & Harrison

Attorneys at Law
Huntington Bank Plaza
240 S. Pineapple Ave., Ste. 704
Sarasota, FL 34236

Peter S. Branning, P. A.

Wrongful Injury or Death
Civil Litigation
Criminal Law
Certified Civil Mediator
PSBRANNING@AOL.COM

(941) 955-1400
Facsimile (941) 954-1185

Teresa H. Harrison, P. A.

Commercial Transactions
Corporations
Real Property Law
Direct Phone/Fax:
(941) 349-0771
THH@GTE.NET

April 1, 2003

VIA UNITED PARCEL SERVICE

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

Re: Bradenton Palm Terrace Apartments LLC

Dear Sir or Madam:

Enclosed please find the following:

1. Articles of Organization for Bradenton Palm Terrace Apartments LLC
2. Affidavit of Membership and Contribution
3. Certificate of Designation of Registered Agent/Registered Office
4. My check in the amount of \$337.50 for filing Articles: \$250.00; for filing Certificate of Designation of Registered Agent/Registered Office: \$87.50.

Please file the foregoing at your earliest convenience.

Sincerely,

TERESA H. HARRISON, P.A.

Teresa H. Harrison
THH/t

cc: Mr. and Mrs. Gerard Bernotas

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ARTICLES OF ORGANIZATION OF
Bradenton Palm Terrace Apartments LLC
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I: Name

The name of the limited liability company ("Company") is **Bradenton Palm Terrace Apartments LLC**.

ARTICLE II: Address

The mailing address of the Company's principal office is P. O Box 1501, Bradenton, FL 34206 and the street address of the Company's principal office is 2309 Manatee Ave. West, Bradenton, FL 34205.

ARTICLE III: Duration

The period of duration for the Company is perpetual.

ARTICLE IV: Registered Agent and Office

The name of Company's initial registered agent in Florida is Jean Ann Kolinchak, the address of Company's registered office in Florida is 2309 Manatee Ave. West, Bradenton, FL 34205.

ARTICLE V: Management

The Company is to be managed by one or more membership units (hereinafter "Members"). The initial membership unit is identified as follows:

Gerard A. Bernotas & Jean Ann Kolinchak, husband and wife, as tenants by the entirety, 2309 Manatee Ave. West, Bradenton, FL 34205.

ARTICLE VI: Admission of New Members

Members of the Company have the right to admit new Members. Additional Members may be admitted only on the unanimous written consent of the existing Members, and the existing Member or Members shall determine the amount and nature of contributions by new Members at the time the new Members are admitted.

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ARTICLE VII: Termination of a Member

The remaining Members of the Company have the right to continue the business on 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, subject to the contractual obligations of the Members to each other pursuant to that certain Members' Agreement entered into by the Members of this Company.

ARTICLE VIII: Additional Provisions

A. AMENDMENTS: The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the Members, and requires unanimous consent thereto.

B. COMPANY TO BE TREATED AS A SINGLE MEMBER UNIT ENTITY. DISREGARDED FOR FEDERAL INCOME TAX PURPOSES. To the fullest extent permitted by law the Company elects to be treated as a single member unit entity, so as to be disregarded for purposes of federal income tax, the income to "pass through" the Company, and be taxable to the single membership unit.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 1 day of April, 2003 at _____.

Gerard A. Bernotas
Gerard A. Bernotas

Jean Ann Kolinchak
Jean Ann Kolinchak

STATE OF Missouri
COUNTY OF McDonald

CLERK OF COURT
TALLAHASSEE, FLORIDA

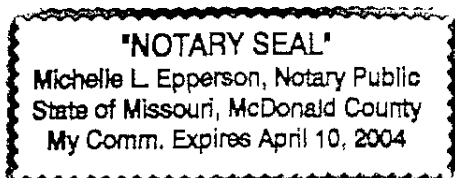
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I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Gerard A. Bernotas and Jean Ann Kolinchak, husband and wife, [] to me known to be the persons described in OR ☒ who produced FIID and FIID respectively, as identification, and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this, 31st day of April, 2003.
March

Michelle L. Epperson
NOTARY PUBLIC, STATE OF Missouri
My Commission expires: 4/10/04



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

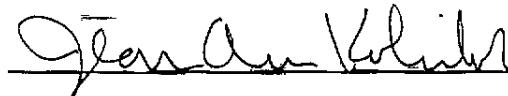
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

(1) The name of the limited liability company is **Bradenton Palm Terrace Apartments LLC**.

(2) The name and address of the registered agent and office is: **Jean Ann Kolinchak, 2309 Manatee Ave. West, Bradenton, FL 34205.**

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 3 31 03



Jean Ann Kolinchak

STATE OF FLORIDA
TALLAHASSEE

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