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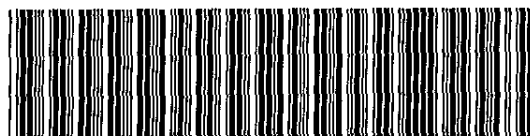
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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03 DEC 19 AM 9:06



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 368732 *Patricia Pijoto*

AUTHORIZATION :

COST LIMIT : \$ 155.00

03 DEC 19 AM 9:06  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 19, 2003

ORDER TIME : 2:18 PM

ORDER NO. : 368732-005

CUSTOMER NO: 3487A

CUSTOMER: Ms. Talia R. Kohne  
Icard Merrill Cullis Timm  
Furen & Ginsburg, Pa  
Suite 600  
2033 Main Street  
Sarasota, FL 34237

DOMESTIC FILING

NAME: MIZNER PARTNERS, L.L.C.

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
XX        ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
              PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION**  
**OF**  
**MIZNER PARTNERS, L.L.C.**

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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 makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be Mizner Partners, L.L.C. ("Company").

**ARTICLE II - PURPOSE AND POWER**

The purpose for which the Company is organized is to own, operate and manage property, real, personal and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the managers of the Company.

**ARTICLE III - MAILING ADDRESS AND PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Company shall be 1901 Morrill Street, Sarasota, FL 34236.

**ARTICLE IV - INITIAL REGISTERED AGENT AND REGISTERED OFFICE**


The name and street address of the initial registered agent of the Company in the State of Florida is Bruce P. Chapnick, Esq., Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237.

**ARTICLE V - OPERATING AGREEMENT**

The Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any

of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, the Operating Agreement of the Company, as amended and in existence from time to time.

**IN WITNESS WHEREOF**, the undersigned member (or authorized representative) has executed these Articles of Organization at Sarasota, Florida, as of December 18, 2003.

  
Bruce P. Chapnick  
Member or Authorized Representative

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY DESCRIBED BELOW 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: Mizner Partners, L.L.C.
2. The name and address of the registered agent and office is:

Bruce P. Chapnick, Esq.

Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.

2033 Main Street, Suite 600

Sarasota, FL 34237

*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 as registered agent.*

  
(Signature)

December 18, 2003

(Date)