

FEB-26-2004 14:13

ALAN S. GASSMAN, P.A.

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Florida Department of State
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TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

FRS BEACH PROPERTIES, L.L.C.

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: FRS BEACH PROPERTIES, L.L.C.

ARTICLE II - Address:

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

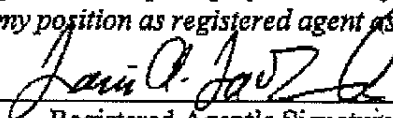
8302 W. Gulf Blvd.
Treasure Island, FL 33706-5220

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Louis A. LaGrande, Esq.
Name
1245 Court Street, Suite 102
Florida street address (P.O. Box NOT acceptable)
Clearwater, FL 33756
City, State, and Zip

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.

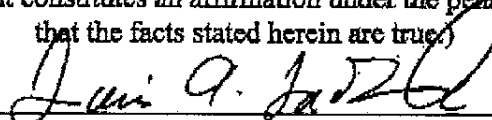


Registered Agent's Signature

(An additional article must be added if an effective date is requested)

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



LOUIS A. LAGRANDE, ESQ.

ARTICLES OF ORGANIZATION OF FRS BEACH PROPERTIES, L.L.C.

PAGE 1

Louis A. LaGrande, Esquire
1245 Court Street Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 227330
Audit Fax #: H040000422683

TOTAL P.02