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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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JOHN MORGAN BRUNSON  
ATTORNEY AND COUNSELOR AT LAW

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1474 JORDAN HILLS COURT  
CLEARWATER, FLORIDA 33756

TELEPHONE (727) 447-3128  
TELECOPIER (727) 466-6728

March 11, 2004

VIA U.P.S. NEXT DAY

Secretary of State  
State of Florida  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Waterway Investment Properties, LLC

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Organization to be filed for Waterway Investment Properties, LLC. Also enclosed is a check payable to the Secretary of State in the amount of \$125.00 to cover the filing fee.

Please advise if you have any questions or comments.

Very truly yours,

  
John Morgan Brunson

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
WATERWAY INVESTMENT PROPERTIES, LLC**

The undersigned, desiring to form a limited liability company under the provisions of Florida Statute 608, as amended, hereby sets forth the following:

**ARTICLE I  
Name**

The name of the Limited Liability Company is WATERWAY INVESTMENT PROPERTIES, LLC (hereinafter referred to as the "Limited Liability Company")

**ARTICLE II  
Principal Office & Mailing Address**

The principal place of business and mailing address of this Limited Liability Company shall be 1474 Jordan Hills Court, Clearwater, FL 33756.

**ARTICLE III  
Duration**

The Limited Liability Company will terminate upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the membership of a member of this Limited Liability Company, unless the remaining Members elect to continue the business of the Limited Liability Company in accordance with the provisions of the Operating Agreement of the Limited Liability Company.

**ARTICLE IV  
Registered Office and Agent**

The address of the initial registered office of the Limited Liability Company is located at 1474 Jordan Hills Court, Clearwater, Florida 33756. The initial registered agent is John Morgan Brunson, Esquire, whose business address is the same as the address of the initial registered office.

**ARTICLE V  
Management**

The Limited Liability Company shall be managed by one or more Managers, as further provided in the Limited Liability Company's Operating Agreement. The following

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TALLAHASSEE, FLORIDA

Members are appointed the initial Managers until replaced in accordance with the provisions of the Operating Agreement:

John Morgan Brunson  
1474 Jordan Hills Court  
Clearwater, FL 33756

Sarah E. Fitzgerald  
1474 Jordan Hills Court  
Clearwater, FL 33756

**ARTICLE VI**

**Members**

The initial members of this Limited Liability Company are:

John Morgan Brunson  
1474 Jordan Hills Court  
Clearwater, FL 33756

Sarah E. Fitzgerald  
1474 Jordan Hills Court  
Clearwater, FL 33756

John Morgan Brunson, as Trustee  
of the Waterway Investment Trust  
dated March 9, 2004  
1474 Jordan Hills Court  
Clearwater, FL 33756

**ARTICLE VIII**

**Written Operating Agreement**

Any operating agreement entered into by the members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

Dated: March 11, 2004

  
John Morgan Brunson  
Member

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*Sarah E. Fitzgerald*  
Sarah E. Fitzgerald  
Member

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*John Morgan Brunson, as Trustee*  
John Morgan Brunson, as Trustee  
of the Waterway Investment Trust  
Member

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Organization were acknowledged before me this 11<sup>th</sup> day of March, 2004, by John Morgan Brunson, who X is personally known or \_\_\_\_\_ produced \_\_\_\_\_ as identification.

*Linda Wint*  
Notary Public, State of Florida  
My Commission Expires:



Linda Wint  
MY COMMISSION # DD166014 EXPIRES  
November 21, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Organization were acknowledged before me this 11<sup>th</sup> day of March, 2004, by Sarah E. Fitzgerald, who X is personally known or \_\_\_\_\_ produced \_\_\_\_\_ as identification.

*Linda Wint*  
Notary Public, State of Florida  
My Commission Expires:



Linda Wint  
MY COMMISSION # DD166014 EXPIRES  
November 21, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF PINELLAS

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The foregoing Articles of Organization were acknowledged before me this 11th day of March, 2004, by John Morgan Brunson, as Trustee of the Waterway Investment Trust dated March 9, 2004, who X is personally known or \_\_\_\_\_ produced \_\_\_\_\_ as identification.

Linda Wint  
Notary Public, State of Florida  
My Commission Expires:



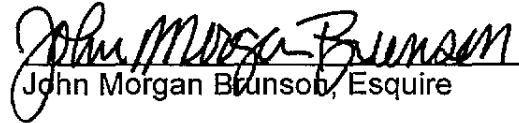
Linda Wint  
MY COMMISSION # DD166014 EXPIRES  
November 21, 2006  
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE OF REGISTERED AGENT

FILED

The undersigned, having been named Registered Agent and designated to accept service of process for WATERWAY INVESTMENT PROPERTIES, LLC, is familiar with and accepts the obligations of a registered agent as provided for in the Act and hereby agrees to act in such capacity, and further agrees to comply with the provisions of the Florida statutes relative to the proper and complete performance of all of his duties hereunder.

Dated: March 11, 2004

  
John Morgan Brunson, Esquire