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# HINES NORMAN HINES, P.L.

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March 15, 2004

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**VIA FEDEX NO. 8390 5308 1293**
Registration Section
Division of Corporations
Neil Kirkman Building
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **Bayfair LLCs**

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization for fifteen (15) new limited liability companies and our check in the amount of $1,875 (15 x $125) to cover the cost of the filing of all of the Articles.

Please file the Articles of Organization, date stamp the enclosed copy and return it to our office. Thank you for your assistance.

Sincerely,

Randy Miller

Randell Miller

slm
Enclosures
Check: $1,875

## ARTICLES OF ORGANIZATION FOR
## FLORIDA LIMITED LIABILITY COMPANY

The undersigned organizer and representative, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, hereby submits, and files with the Florida Department of State, these Articles of Organization.

### ARTICLE I - Name

The name of the limited liability company created hereby ("the Company") is: **BAYFAIR AUXILIARY #10, LLC.**

### ARTICLE II - Purpose

The Company's purpose shall be to engage in any lawful business activity. The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, all powers permitted by the Florida Limited Liability Company Act, and the power to:

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(a) Sue and be sued, and defend, in its name.

(b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.

(c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of, all or any part of its property.

(d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.

(e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

(f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

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(g) Conduct its business, locate offices, and exercise the powers granted by Florida Statutes Chapter 608 within or without the State of Florida.

(h) Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.

(i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

(k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

## ARTICLE III - Address

The mailing address and street address of the principal office of the Company shall both be:

3717 W. North B St.
Tampa, Florida 33609

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## ARTICLE IV - Duration

The Company shall come into existence on March 15, 2004 and shall thereafter be perpetual, unless dissolution or conversion occurs according to law.

## ARTICLE V - Management

The Company shall be a manager-managed limited liability company.

## ARTICLE VI - Membership Units

The total number of membership units authorized to be issued by the Company shall be 10,000 units. Except as otherwise provided in the Operating Agreement of the Company, each of the said units shall entitle the holder thereof to one (1) vote at any meeting of the members. All or any part of said units may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the Members of the Company at a meeting called for such purposes. All membership units then issued shall be paid for and shall be nonassessable. The Company elects to have preemptive rights governed in accordance with Section 607.0630 of the Florida Statutes.

## ARTICLE VII - Ownership

The initial members of the Company and their ownership interests therein shall be as set forth in the Company's Operating Agreement or any joinder thereto.

## ARTICLE VIII - Admission of Additional Members

Additional Members may be admitted pursuant to the terms of the Company's Operating Agreement.

## ARTICLE IX - Registered Office and Agent

The address of the initial registered office of the Company in the State of Florida is 315 S. Hyde Park Avenue, Tampa, Florida 33606, and the name of the registered agent at such address is Randell M. Miller.

The undersigned representative has executed these Articles of Organization, and hereby acknowledges that the facts stated herein are true.

J. Michael Morris

*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, as provided for in Chapter 608, Florida Statutes.*

Randell M. Miller

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