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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

F&T Baytree, L.L.C.

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OR

11/20/04

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7/2/2004

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**ARTICLES OF ORGANIZATION
OF
F&T BAYTREE, L.L.C.**

ARTICLE I

NAME

The name of this limited liability company ("Company") is **F&T BAYTREE, L.L.C.** and its mailing address is 951 Market Promenade Avenue, Suite 2105, Lake Mary, Florida 32746, and the principal place of business of the Company shall be located at 951 Market Promenade Avenue, Suite 2105, Lake Mary, Florida 32746.

ARTICLE II

COMMENCEMENT OF EXISTENCE

This Company shall commence existence on the date of signing these articles of organization and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE; GENERAL POWERS

The general purpose of this Company shall be the transaction of any and all lawful business, and this Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, in each case with such limitations as may be set forth in the Company Operating Agreement from time to time.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 951 Market Promenade Avenue, Suite 2105, Lake Mary, Florida 32746, and the initial registered agent of this Company

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at that address shall be **TERRY LUBINSKY**. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of organization.

ARTICLE V

MANAGEMENT

The management or conduct of the business and affairs of the Company is reserved to the members, and the name and street address of the initial members are:

Terry Lubinsky
951 Market Promenade Avenue
Suite 2105
Lake Mary, Florida 32746

Frank J. Cannon
951 Market Promenade Avenue
Suite 2105
Lake Mary, Florida 32746

ARTICLE VI

OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members.

ARTICLE VII

ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as are set forth in the Operating Agreement of the Company.

ARTICLE VIII

DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION,

DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a

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LAKE COUNTY, FLORIDA

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Member in the Company, the remaining Members may continue the business of the Company as provided in the Operating Agreement of the Company.

ARTICLE IX

AMENDMENT

This Company reserves the right to amend or repeal any provisions contained in these articles of organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE X

HEADINGS AND CAPTIONS

The headings or captions of these various articles of organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of organization declaring and certifying that the facts stated herein are true, this 20th day of June, 2004.


Terry Lubinsky, Member


Frank J. Cannon, Member

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

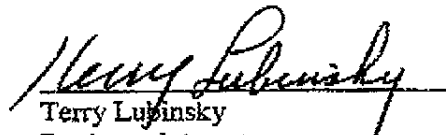
In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

F&T BAYTREE, L.L.C. ("Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated Terry Lubinsky as its Registered Agent to accept service of process within the State of Florida with its registered office located at 951 Market Promenade Avenue, Suite 2105, Lake Mary, Florida 32746.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 27th day of June, 2004.


Terry Lubinsky
Registered Agent

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CLERK OF COURT
JULY 2, 2004
TALLAHASSEE, FLORIDA

AFFIDAVIT

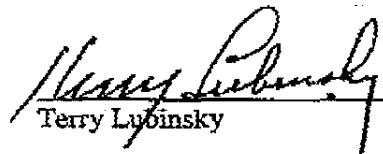
STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared **TERRY LUBINSKY**, who, upon first being duly sworn, deposes and says:

1. That he is a member of **F&T BAYTREE, L.L.C.**, a limited liability company, and has the authority to make this Affidavit on its behalf.
2. That the company has at least one (1) member.

FURTHER AFFIANT SAYETH NOT.


Terry Lubinsky

SWORN TO and SUBSCRIBED
before me this 30th day
of June, 2004.


NOTARY PUBLIC



Patsy M Chase
My Commission C0302066
Expires March 04, 2005

Typed or Printed Name _____
Personally Known ✓ OR _____
Produced Identification _____
Type of ID Produced _____