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(Requestor's Name)

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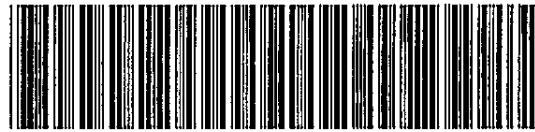
(Business Entity Name)

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TALLAHASSEE, FLORIDA  
STATE  
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 818240 7179256  
AUTHORIZATION :  
COST LIMIT : \$ PPD

FILED  
04 JUL 23 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : July 23, 2004  
ORDER TIME : 10:0 AM  
ORDER NO. : 818240-005  
CUSTOMER NO: 7179256  
CUSTOMER: Virginia Manning, Legal Asst  
Lightsey & Associates, P.a.  
2105 Park Avenue North  
Winter Park, FL 32789

DOMESTIC FILING

NAME: BELLEAIR VILLAGE CONDOMINIUMS,  
LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

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

**ARTICLES OF ORGANIZATION  
OF  
BELLEAIR VILLAGE CONDOMINIUMS, LLC**

**FILED**  
04 JUL 23 AM 9:10  
TALLAHASSEE, FLORIDA

The undersigned authorized representative hereby executes these Articles of Organization (“Articles”) for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this limited liability company (the “Company”) shall be:

Belleair Village Condominiums, LLC

**ARTICLE II**

**Principal Office and Mailing Address**

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

813 Northshore Drive  
Suite 201  
Knoxville, Tennessee 37919

**ARTICLE III**

**Registered Office and Registered Agent**

The initial registered office of the Company shall be located at 2105 Park Avenue North, Winter Park, Florida 32789 and the initial registered agent of the Company at such office shall be Alton Lightsey. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE IV

### Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

## ARTICLE V

### Management of Business

Except for rights that are specifically reserved to the members in the Operating Agreement or these Articles, management of the Company shall be vested in its manager(s). Accordingly, the Company shall be a manager-managed company.

## ARTICLE VI

### Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

## ARTICLE VII

### Purpose

Notwithstanding any provision hereof to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the limited liability company is to engage solely in the following activities:

1. To acquire from its members, certain real property, together with all improvements located thereon, in the City of Clearwater, County of Pinellas, State of Florida, commonly known as Belleair Village Condominiums (the "Property").
2. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.

3. To exercise all powers enumerated in the Limited Liability Company Act of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

#### ARTICLE VIII

##### Dissolution

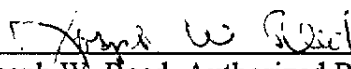
Notwithstanding any provision hereof to the contrary, the following shall govern: To the extent permissible under applicable federal and state tax law, the vote of a majority-in-interest of the remaining members is sufficient to continue the existence of the limited liability company. If such vote is not obtained, the limited liability company shall be liquidated.

#### ARTICLE IX

##### Voting

Notwithstanding any provision hereof to the contrary, the following shall govern: When acting on matters subject to the vote of the members, notwithstanding that the limited liability company is not then insolvent, the members shall take into account the interest of the limited liability company's creditors, as well as those of the members.

**IN WITNESS WHEREOF**, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.

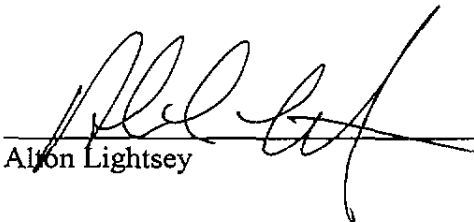
  
\_\_\_\_\_  
Joseph W. Reed, Authorized Representative

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**BELLEAIRE VILLAGE CONDOMINIUMS, LLC**  
**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

**DATED** this 22<sup>nd</sup> day of July, 2004.

  
\_\_\_\_\_  
Alton Lightsey