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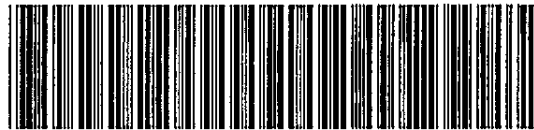
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CORPORATION SERVICE COMPANY

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**

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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

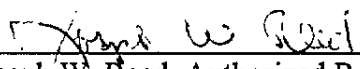
Notwithstanding any provision hereof to the contrary, the following shall govern: To the extent permissible under applicable federal and state tax law, the vote of a majority-in-interest of the remaining members is sufficient to continue the existence of the limited liability company. If such vote is 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.

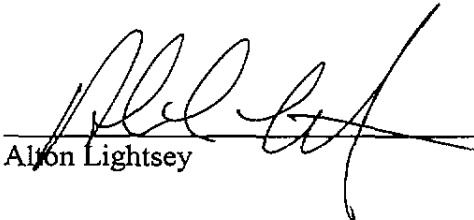


Joseph W. Reed, Authorized Representative

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 22nd day of July, 2004.



Alton Lightsey