

AUG. 26. 2004 1:57PM
Division of Corporations

BRGWR-813-223-9620

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Florida Department of State
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DIVISION OF CORPORATION

J. Stephen Anderson

8721-1

LIMITED LIABILITY COMPANY

Banyan Ventures, LLC

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J. BRYAN AUG 27 2004

NO. 4171 P. 3
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2004 AUG 26 AM 10:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BANYAN VENTURES, LLC**

The undersigned, acting as an authorized representative of the initial members of the captioned limited liability company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

ARTICLE I
NAME

The name of this limited liability company is BANYAN VENTURES, LLC (the "Company") and its principal office and mailing address is 102 W. Whiting Street, Suite 600, Tampa, Florida 33602.

ARTICLE II
EFFECTIVE DATE

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

ARTICLE III
PURPOSE OF ORGANIZATION

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company shall be 220 S. Franklin Street, Tampa, FL 33602, and the initial registered agent of the Company at such address is J. Stephen Gardner.

J. Stephen Gardner, Esq.
Bush Ross Gardner Warren & Rudy, P.A.
220 S. Franklin Street, Tampa, FL 33602
813-224-9255

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NO. 4171 P. 3

Facsimile Audit No.: H04000175195 3

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TALLAHASSEE, FLORIDA

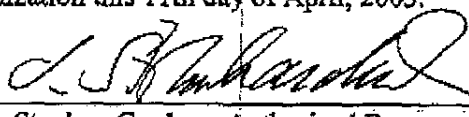
ARTICLE V
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

ARTICLE VI
INDEMNIFICATION

If the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any Manager or member, or former Manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4363, *Florida Statutes*.

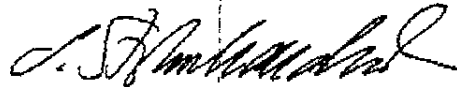
IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles of Organization this 11th day of April, 2003.


J. Stephen Gardner, Authorized Representative

Facsimile Audit No.: H04000175195.3.

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

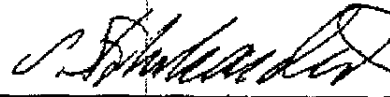
Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, Banyan Ventures LLC, desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates J. Stephen Gardner, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 S. Franklin Street, Tampa, FL 33602, the business of its Registered Agent, as its Registered Office.



J. Stephen Gardner, Authorized Representative

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named limited liability company and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.



J. Stephen Gardner

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