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WOODLIEF & RUSH, P.A.

3411 W. Fletcher Avenue Suite B Tampa, Florida 33618 (813) 963-1586

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Attorneys at Law

Reply to: Tampa

225 E. Church Street Suite A Jacksonville, FL 32202 (904) 353-7511

November 16, 2004

Via Federal Express

Department of State Division of Corporations Corporate Filings Post Office Box 6327 Tallahassee, FL 32314 (850) 245-6051

> Re: **CLEMENS CONSTRUCTION COMPANY OF TAMPA. LLC**

Dear Sir or Madam:

I am enclosing a check in the amount of \$125.00 (\$100 + \$25) to cover the cost of filing the enclosed Articles of Organization and Certificate of Designation for Clemens Construction Company of Tampa, LLC. Please file these Articles of Incorporation, and return proof of filing to me in the enclosed addressed envelope.

If you require any additional information, please let me know.

Sincerely yours,

WOODLIEF & RUSH, P.A.

Brian P. Rush, Esquire

BPR/gb Enclosures

G:CLEMENS/CCCOT/CORR/SOS,110804

ARTICLES OF ORGANIZATION OF

CLEMENS CONSTRUCTION COMPANY OF TAMPA, LLC

The undersigned adopt the following Articles of Organization for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act:

ARTICLE I Name

The name of the Limited Liability Company, referred to in these Articles as "Company," is CLEMENS CONSTRUCTION COMPANY OF TAMPA, LLC.

ARTICLE II Duration

The period of duration of the Company is Twenty-Nine (29) years, beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE III Purpose

The purpose for which the Company is organized to transact any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act. Specifically, the Company will provide a broad range of real estate construction services.

ARTICLE IV Principal Address

The street address and mailing address of the Company's principal place of business in Florida is:

15350 Amberly Drive, Suite 4124 Tampa, FL 33647

ARTICLE V Registered Agent and office

The name of the Company's initial registered agent in Florida is Brian P. Rush, Esquire. The address of the Company's registered office in Florida is:

Woodlief & Rush, P.A. 3411 West Fletcher Avenue, Suite B Tampa, FL 33618

ARTICLE VI Capital Contributions

The total amount of capital contributions is \$500.

Contributions to the company by each member are as follows:

(a) WILLIAM JAMES CLEMENS, JR. has made a cash contribution of \$500.00.

ARTICLE VII Management

The company is to be managed by its manager, WILLIAM JAMES CLEMENS, JR. Each initial manager will serve until the first annual meeting of the members. The initial manager is identified as follows: WILLIAM JAMES CLEMENS, JR whose address is 15350 Amberly Drive, Apt. 4124, Tampa, FL 33647.

ARTICLE VIII Admission of New Members

The Members shall have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing managing members, and the existing managing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

IN WITNESS WHEREOF, for the purpose of forming this Limited Liability Company in accordance with the Florida Limited Liability Company Act, the undersigned have executed these Articles of Organization on this
STATE OF FLORIDA) COUNTY OF HILLSBOROUGH)
Subscribed and acknowledged before me by WILLIAMS JAMES CLEMENS, JR., on this day of November, 2004, who is personally known to me (yes no) or has produced as identification.
quede D. Brann
NOTARY PUBLIC, STATE OF FLORIDA
GWENDA D. BRAMAN MY COMMISSION # DD 103039 EXPIRES: March 25, 2006 Bonded Thru Notary Public Underwriters

SEUBLINITY OF SIME

[Attach acknowledgment of appointment as registered agent (see §66.202)]

G:CLEMENS/CCCOT/PLEAD/ARTICLES.ORG

CERTIFICATE OF DESIGNATION

OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the

undersigned Limited Liability Company submits the following statement in designating

the registered office/registered agent, in the State of Florida:

(1) The name of the Limited Liability Company **CLEMENS**

CONSTRUCTION COMPANY OF TAMPA, LLC.

(2)The name and address of the registered agent and office is: Brian P.

Rush, Esquire, Woodlief & Rush, P.A., 3411 W. Fletcher Avenue, Suite B, Tampa,

Florida 33618.

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.

G:CLEMENS/CCCOT/PLEAD/CERTDESIG.REGAGT