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TALLAHASSEE, FLORIDA

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GIBBONS, TUCKER, MILLER, WHATLEY & STEIN

A Professional Association
Attorneys and Counsellors at Law

SUITE 2190, BANK OF AMERICA PLAZA
101 EAST KENNEDY BLVD., TAMPA, FLORIDA 33602-5179
Telephone: (813) 228-7841, Ext. 12
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February 16, 2005

IN REPLY REFER TO:

V32/051007

Florida Secretary of State
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, Florida 32314-6327

Re: Swann Avenue Properties, LLC

Ladies/Gentlemen:

Enclosed herewith please find Articles of Organization and our check in the amount of \$125.00 representing the filing fee for Articles of Organization and the \$25.00 fee for designation of Registered Agent.

Please return all correspondence concerning this matter to this firm.

Very truly yours,



Jacqueline B. Whatley

JBW/km
Enclosures

ltr:swann ave prop.division of corporations 021605

FILED
05 MAR -1 PM 1:30
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 22, 2005

JACQUELINE B. WHATLEY
GIBBONS, TUCKER, MILLER, ET AL
101 E KENNEDY BLVD, STE 2190
TAMPA, FL 33602-5179

SUBJECT: SWANN AVENUE PROPERTIES, LLC
Ref. Number: W05000009123

We have received your document for SWANN AVENUE PROPERTIES, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 505A00012400

TALLAHASSEE, FLORIDA
05 MAR -1 PM 1:30

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**ARTICLES OF ORGANIZATION
OF
SWANN AVENUE PROPERTIES, LLC**

FILED
05 MAR -1 PM 1:30
TALLAHASSEE, FLORIDA

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name. The name of the limited liability company is SWANN AVENUE PROPERTIES, LLC (hereinafter referred to as the "Company").

2. Period of Duration. Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose. The purpose for which the Company is organized is to engage in the acquisition, development, sale and leasing of real property and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address Of Place Of Business. The mailing address and the street address of the place of business for the Company is 14499 N. Dale Mabry Highway, Suite 135, Tampa, Florida 33618. This address may be changed from time to time as provided in the Operating Agreement.

✓ 5. Registered Agent. The initial registered agent in Florida for the Company is Gibbons, Tucker, Miller, Whatley & Stein, P.A., and the initial registered office is located at 101 East Kennedy Boulevard, Suite 2190, Tampa, Florida 33602-3664.

6. Capital Contributions. Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members. The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management. The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority interest in the Company.

10. Indemnification. Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at Tampa, Florida, on the 14th day of February, 2005.

SWANN AVENUE PROPERTIES
a Florida limited liability company

By: Robert L. Karshner
ROBERT L. KARSHNER

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on the 14th day of FEBRUARY, 2005, by ROBERT L. KARSHNER, as a Member of SWANN AVENUE PROPERTIES, LLC, who (x) is personally known to me or () produced his _____ as identification.

(Seal)



Pamela Wiser Bennett
Commission #DD174714
Expires: Feb 03, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

Pamela Wiser Bennett
Notary Public, State of Florida
Pamela Wiser Bennett
(Print name of notary public)

**CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 608.415, Florida Statutes, the following is submitted, in compliance with said Act:

That SWANN AVENUE PROPERTIES, LLC, a limited liability company, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 14499 North Dale Mabry Highway, Suite 135, Tampa, Florida 33618, has named Gibbons, Tucker, Miller, Whatley & Stein, a Professional Association, located at 101 East Kennedy Boulevard, Suite 2190, City of Tampa, County of Hillsborough, State of Florida 33602-3664, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company, at the place designated in this certificate, we hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office and we are familiar with, and accept, the obligations of the position of Registered Agent

GIBBONS, TUCKER, MILLER, WHATLEY & STEIN
A Professional Association

By: _____

Jacqueline B. Whatley
President
Registered Agent

Date: _____

February 14th, 2005