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**LIMITED LIABILITY COMPANY**

**Ashley Place Realty, LLC**

Certificate of Status	1
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**ARTICLES OF ORGANIZATION  
OF  
ASHLEY PLACE REALTY, LLC**

The undersigned hereby certifies that it has formed a limited liability company under the State of Florida.

**ARTICLE I**

**Name**

The name of the limited liability company shall be **ASHLEY PLACE REALTY, LLC**

**ARTICLE II**

**Address and Place of Business**

The mailing address and principal place of business for the limited liability company is: 8402 Laurel Fair Circle, Suite 205, Tampa, Florida 33610.

**ARTICLE III**

**Period of Duration**

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by an operating agreement adopted by the Members of the limited liability company.

**ARTICLE IV**

**Purposes**

The limited liability company may engage in the transaction of any or all lawful business

Thomas C. Nash, II, Esq.  
Macfarlane Ferguson & McMullen  
625 Court Street, Suite 200  
Clearwater, FL 33756  
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for which limited liability companies may be formed under the laws of the State of Florida or elsewhere as authorized.

## ARTICLE V

### General Powers

The limited liability company shall have the power to do all those things consistent with the terms of the Operating Agreement entered into between the Company and its members.

## ARTICLE VI

### Registered Office and Registered Agent

The street address of the limited liability company's initial registered office is 625 Court Street, Suite 200, Clearwater, FL 33756 and the initial registered agent at such address is Thomas C. Nash, II. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. Thomas C. Nash, II is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

## ARTICLE VII

### Management

The management of the limited liability company shall be vested in one or more managers as set forth in the Operating Agreement and as otherwise determined by the Members. The initial Manager shall be :

Randy Ferreira

8402 Laurel Fair Circle, Suite 205  
Tampa, Florida 33610

Thomas C. Nash, II, Esq.  
Macfarlane Ferguson & McMullen  
625 Court Street, Suite 200  
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(727) 441-8966

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**ARTICLE VIII****Continuity of Business**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of the majority of the remaining Members interests. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a Member, all contracts authorized by the limited liability company and executed by such Member in his or its representative capacity shall survive and shall inure to the benefit of the limited liability company.

**ARTICLE IX****Restrictions on Membership**

No new Members shall be admitted to the limited liability company without the prior consent of a majority of the existing Members interests. Contributions required of new Members shall be determined as of the time of their admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in compliance with the Operating Agreement of the limited liability company. Additional restrictions and conditions on membership may be set forth in Operating Agreement.

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**ARTICLE X****Operating Agreement**

The Members of the limited liability company may adopt an operating agreement pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the Members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

**ARTICLE XI****Acknowledgment**

The undersigned, being the Members of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of **ASHLEY PLACE REALTY, LLC**. These Articles of Organization may be amended from time to time by the Members in the manner now or hereafter prescribed by the laws of the State of Florida.

**ARTICLE XII****Voting**

Each Member's vote shall be weighted in proportion to the Member's initial capital accounts plus any additional capital contributed by the Members at the request of the limited liability company.

Thomas C. Nash, II, Esq.  
Macfarlane Ferguson & McMullen  
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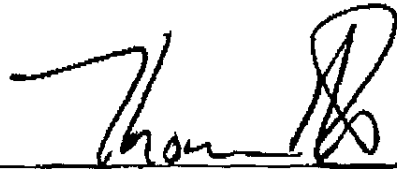
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this

*2nd*  
day of March, 2005.

By: \_\_\_\_\_



Thomas C. Nash, II  
Attorney and Authorized Representative  
for the Members

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

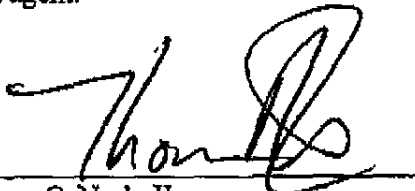
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:  
**ASHLEY PLACE REALTY, LLC**
  
2. The name and address of the registered agent and office is:

Thomas C. Nash, II  
625 Court Street  
Suite 200  
Clearwater, Florida 33756

Having been named as registered agent and to accept service of process for the above stated 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.

Dated this 2<sup>nd</sup> day of March, 2005.

  
Thomas C. Nash, II

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