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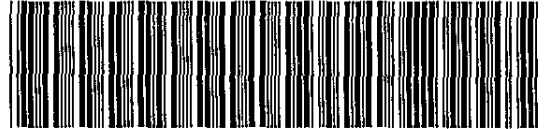
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WILSON, FORD & LOVELACE, P.A.

ATTORNEYS AT LAW

ROBERT W. WILSON
EDWIN I. FORD*
WILLIAM K. LOVELACE*
*OF COUNSEL *LLM IN TAXATION

401 S. LINCOLN AVE.
CLEARWATER, FLORIDA 33756
TELEPHONE (727) 446-1036
FAX (727) 446-1037
email fordlove@tampabay.rr.com

ESTATE PLANNING & ADMINISTRATION
TAX, CORPORATION & BUSINESS LAW
REAL PROPERTY LAW

April 14, 2005

VIA AIRBORNE EXPRESS

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Organization for the following Articles of Organizations for filing:

GULF & BAY REALTY, LLC

In addition, I have enclosed my check payable to the Secretary of State in the amount of ~~\$125.00~~ for the filing fee.

Thank you for your assistance with this matter.

Very truly yours,


William K. Lovelace

WKL:dkg
Enclosures

ARTICLES OF ORGANIZATION

OF

GULF & BAY REALTY, LLC

a Florida Limited Liability Company

ARTICLE I

NAME

The name of this Limited Liability Company is GULF & BAY REALTY, LLC (the "Company").

ARTICLE II

PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III

ADDRESS

The mailing and street address of the Company's principal place of business is 28059 US Highway 19 North, Suite 101, Clearwater, Florida 33761.

ARTICLE IV

DURATION

The Company's existence shall commence on the filing of these Articles with the Secretary of State, and shall continue until dissolved or until the occurrence of any one of the following events: the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the Company or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the existence and business of the Company is continued by consent of all remaining members.

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ARTICLE V MANAGEMENT

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Operating Agreement of the Company.

ARTICLE VI MANAGER

The name and address of the Manager is as follows:

Andrew M. Denis
28059 US Highway 19 North, Suite 101
Clearwater, Florida 33761

ARTICLE IX ADOPTION OF OPERATING AGREEMENT

The members shall adopt Operating Agreement for the Company, which Operating Agreement may contain any provision for the regulations and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

ARTICLE X AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles may be amended at any time by a resolution adopted by a unanimous vote of the members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

ARTICLE XI INITIAL ADDRESS OF REGISTERED OFFICE AND DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of this limited liability company in the State of Florida is 401 S. Lincoln Ave., Clearwater, Florida 33756. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as William K. Lovelace. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned Manager or authorized representative of the Manager this 13th day of April, 2005.

AUTHORIZED REPRESENTATIVE
OF ANDREW M. DENIS:

William K. Lovelace
WILLIAM K. LOVELACE, ESQUIRE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 13th day of April, 2005 by WILLIAM K. LOVELACE, as Authorized Representative of ANDREW M. DENIS, who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

Phyllis Ann Cash
Notary Public, State of Florida
My Commission Expires: 7/30/2006

PHYLLIS ANN CASH
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00138918
EXPIRES 7/30/2006
BONDED THRU 1-888-NOTARY1

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes and Article X of these Articles of Organization, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

William K. Lovelace, Esquire
401 S. Lincoln Ave.
Clearwater, Florida 33756

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.


WILLIAM K. LOVELACE, ESQUIRE