

L05000039602

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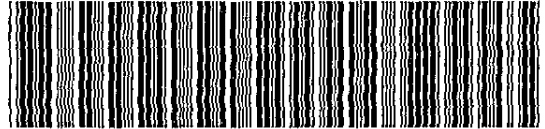
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CORPORATION SERVICE COMPANY

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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0721000000032

REFERENCE : 329968 9955A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 155.00

ORDER DATE : April 22, 2005

ORDER TIME : 9:41 AM

ORDER NO. : 329968-005

CUSTOMER NO: 9955A

CUSTOMER: Ms. Karolyn Sheekey
Chiumento & Davenport, P.a.

Suite B
4 Old Kings Road North
Palm Coast, FL 32137

DOMESTIC FILING

NAME: BAY TAMPA, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
FOR
BAY TAMPA, L.L.C.
a Florida Limited Liability Company

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, an authorized representative of a Member, desiring to form a limited liability company under and pursuant to Florida Statute 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

ARTICLE I - NAME

The name of this company shall be BAY TAMPA, L.L.C.

ARTICLE II - DURATION\CONTINUATION

The period of this company's duration shall continue for a period of twenty-five years from the date hereof or until terminated by the unanimous written agreement of all members or by 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, unless the business of the company is continued with the consent of all the remaining members.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE

The street and mailing address is 21 Old Kings Road North, Suite B101, Palm Coast, FL 32137.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this company is as follows: Michael D. Chiumento, 4 Old Kings Road North, Suite B, Palm Coast, FL 32137.

ARTICLE V - MEMBERS

The initial member of the limited liability company is as follows:

Valerie Kaan	700 Sanctuary Drive
	Boca Raton, FL 33431

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of all of the Members of the Company in the manner set forth in the regulations of this Company.

ARTICLE VII - MANAGEMENT

The business of the Company shall be managed by a manager or managers and is, therefore, a manager-managed Company. The managers are as follows:

<u>Name</u>	<u>Address</u>
Valerie Kaan	700 Sanctuary Drive Boca Raton, FL 33431
William Harkins	21 Old Kings Road North, Suite B101 Palm Coast, FL 32137

ARTICLE VIII - AMENDMENT

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE IX - INDEMNIFICATION

Each individual or entity who is or was a member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company (["Indemnitee"]), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred by this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member of officer existing at the time of such repeal or amendment.

ARTICLE X - REGULATIONS OF COMPANY

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members.

ARTICLE XI - INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

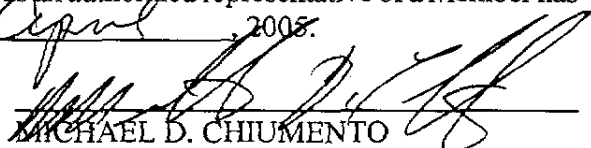
ARTICLE XII - TRANSFER OF MEMBER'S INTEREST

An interest of a Member in the Company may not be transferred or assigned unless all the remaining Members of the Company approve of such transfer or assignment by unanimous written consent.

ARTICLE XII - SINGLE PURPOSE

The Company shall not (a) engage in any business or activity other than the ownership and operation of that certain real property located in Flagler County, Florida, as more particularly described on Exhibit A attached hereto ("Property"), and the development of the Property and the sale and leasing of condominium units to be developed on the Property ("Corporate Purposes"); (b) acquire or own any material assets other than (i) the Property; and (ii) such incidental personal property as may be necessary to the Corporate Purposes; (c) merge into or consolidate with any person or entity or dissolve, terminate or liquidate, in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure, without in each case the consent of the first mortgagee on the Property, its successors and assigns ("Lender") until the loan from Lender is satisfied; (d) fail to preserve its existence as an entity duly organized, validly existing and in good standing under the laws of the State of Florida, or without the prior written consent of Lender, amend, modify, terminate or fail to comply with the provisions of the Company's Articles of Organization, Operating Agreement, or similar organizational documents; or (e) commingle its assets with the assets of any of its members affiliates, principals or of any other person or entity.

IN WITNESS WHEREOF, the undersigned, as an authorized representative of a Member has hereunto set his hand and seal this 21 day of April, 2008.

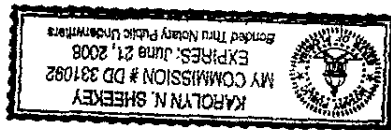

MICHAEL D. CHIUMENTO

Authorized Representative of a Member

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL D. CHIUMENTO, who is personally known to me or who produced a driver's license as identification, and who is described as an Authorized Representative of a Member in and who executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above this 21 day of April, 2005.



Karolyn N. Sheekey
Notary Public, State of Florida

My commission expires: _____

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.

Michael D. Chiumento
MICHAEL D. CHIUMENTO,
REGISTERED AGENT:
DATE: 4/21/05