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LIMITED LIABILITY AMENDMENT

THE PARK AT BAY PLAZA, LLC

Certificate of Status	1
Certified Copy	0
Page Count	06
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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
THE PARK AT BAY PLAZA, LLC**

The undersigned hereby certifies on June 20, 2005 under document # L05000061507 a limited liability company was formed under the State of Florida. The undersigned now desires to restate and amend the articles set forth herein;

**ARTICLE I**

**Name**

The name of the limited liability company shall be **THE PARK AT BAY PLAZA, 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 Member of the limited liability company.

Thomas C. Nash, II, Esq.  
Macfarlane Ferguson & McMullen  
625 Court Street, Suite 200  
Clearwater, FL 33756  
(727) 441-8966

H05000155717 3

**ARTICLE IV****Purposes**

The limited liability company may (i) own, hold, sell, lease, transfer, exchange and operate an office park located in Brandon, Florida known as The Park at Bay Plaza (the "Property"), (ii) obtain a loan to finance the acquisition of the Property, and (iii) transact any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida or elsewhere as authorized that is incident, necessary and appropriate to accomplish the foregoing.

**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 for the limited liability company.

**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.

Thomas C. Nash, II, Esq.  
Macfarlane Ferguson & McMullen  
625 Court Street, Suite 200  
Clearwater, FL 33756  
(727) 441-8966

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**ARTICLE VII****Management**

The management of the limited liability company shall be vested in one manager. The Manager shall have the powers granted to him in the Operating Agreement. The name and address of the Manager is: **Bay Plaza Realty, LLC**, 8402 Laurel Fair Circle, Suite 205, Tampa, Florida 33610.

**ARTICLE VIII****Operating Agreement**

The Member 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 Member of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

**ARTICLE IX****Acknowledgment**

The undersigned, being the Member of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of **THE PARK AT BAY PLAZA, LLC**. These Articles of Organization may be amended from time to time by the Member in the manner now or hereafter prescribed by the laws of the State of Florida.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this

24<sup>th</sup> day of June, 2005.

By: 

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

Thomas C. Nash, II, Esq.  
Macfarlane Ferguson & McMullen  
625 Court Street, Suite 200  
Clearwater, FL 33756  
(727) 441-8966

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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:  
**THE PARK AT BAY PLAZA, 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 24<sup>th</sup> day of June, 2005.

  
Thomas C. Nash, II

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Thomas C. Nash, II, Esq.  
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