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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Bay Plaza Realty, LLC

Certificate of Status	1
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ARTICLES OF ORGANIZATION

OF

BAY PLAZA 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 **BAY PLAZA 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

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

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The limited liability company may engage in the transaction of 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.

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

Thomas C. Nash, II, Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756
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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.

ARTICLE X**Operating Agreement**

The Members of the limited liability company may adopt an operating agreement pertaining

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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 Member of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of **BAY PLAZA 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.

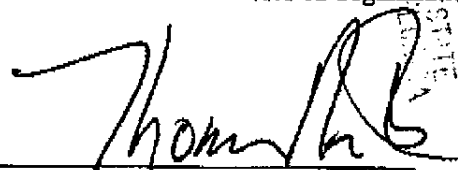
ARTICLE XII

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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 21st day of June, 2005.

By: _____


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

Thomas C. Nash, II, Esq.
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625 Court Street, Suite 200
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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:
BAY PLAZA 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 21st day of June, 2005.


Thomas C. Nash, II

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