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From:

Account Name : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)
Account Number : 071005001001
Phone : (727) 441-8966
Fax Number : (727) 442-8470

LIMITED LIABILITY AMENDMENT

BAY PLAZA INVESTORS, LLC

Certificate of Status	1
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DIVISION OF CORPORATION

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BAY PLAZA INVESTORS, LLC**

The undersigned hereby certifies on June 20, 2005 under document # L05000061544 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 **BAY PLAZA INVESTORS, 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.

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

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ARTICLE IV**Purposes**

The limited liability company may act as the sole member of The Park at Bay Plaza, LLC and transact any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida 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 of 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.

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

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

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the Manager is: **Bay Plaza Realty, LLC**, 8402 Laurel Fair Circle, Suite 205, Tampa, Florida 33610.

ARTICLE VII
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 IX

Acknowledgment

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

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

24th day of June, 2005.

By: _____

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

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:
BAY PLAZA INVESTORS, 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 day of June, 2005.



Thomas C. Nash, II

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