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**Michael Shaffer
Bay City Properties, L.L.C.
3600 1st Avenue North
St. Petersburg, FL 33713**

October 6, 2005

Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Bay City Properties, L.L.C.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Organization, together with a check in the amount of \$155.00. This represents the cost of the Filing Fees, Certified Copy of Articles of Organization and Fee for Registered Agent Designation for the above-named organization.

Very truly yours,



Michael Shaffer
Bay City Properties, L.L.C.

Enclosures

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ARTICLES OF ORGANIZATION

of

BAY CITY PROPERTIES, L.L.C.

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I - ORGANIZATION NAME

The name of the organization is Bay City Properties, L.L.C.

ARTICLE II - DURATION

The limited liability company shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The limited liability company is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV – ORGANIZATION OFFICE

The organization's principal office address shall be as follows:

3600 1st Avenue North
St. Petersburg, FL 33713

The organization's mailing address shall be as follows:

3600 1st Avenue North
St. Petersburg, FL 33713

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**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT & REGISTERED
AGENT'S SIGNATURE**

The name and the Florida street address of the Initial Registered Office and Agent of this Organization is:

Michael Shaffer
3600 1st Avenue North
St. Petersburg, FL 33713

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 as provided for in Chapter 608, F.S.


Michael Shaffer, Registered Agent

ARTICLE VI - MANAGERS

This organization shall have two (2) managers initially. The number of managers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial managers of the organization are as follows:

Michael Shaffer
2411 Sunrise Drive S.E.
St. Petersburg, FL 33705

David B. Preston, Sr.
2411 Sunrise Drive S.E.
St. Petersburg, FL 33705

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ARTICLE VII - SIGNER

The name and address of the person signing these Articles of Organization is as follows:

Michael Shaffer
2411 Sunrise Drive S.E.
St. Petersburg, FL 33705

ARTICLE VIII – MANAGEMENT

The Limited Liability Company is to be managed by one or more managers who are also members and is, therefore, a member – managed company.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Organization this 6th day of October, 2005.

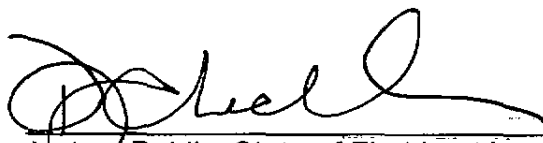

Michael Shaffer

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STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Michael Shaffer, known to me to be the person who executed the foregoing Articles of Organization, and who acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 6th day of October, 2005.



Notary Public, State of Florida at Large
My Commission Expires:

