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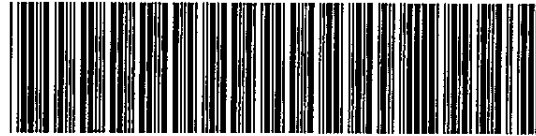
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HENRY W. HICKS, P.A.
ATTORNEY AT LAW

3003 W. Azeele Street
Suite 200
Tampa, Florida 33609

(813) 876-3113
FAX (813) 871-9202
henry@titlemark.net

November 23, 2005

Via U.S. MAIL

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: *Bay Area Real Estate Development Group, LLC*

Dear Sir or Madam:

Enclosed herein please find the following:

1. Articles of Organization for the above-named company; and
2. Our check in the sum of \$125.00 for the cost of filing same.

If you have any questions, or wish to discuss this matter in further detail, please call me at the number listed above.

Sincerely,



William J. Podolsky, III, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

Bay Area Real Estate Development Group, LLC

The undersigned, acting as the organizer of BAY AREA REAL ESTATE DEVELOPMENT GROUP, LLC, under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopt, the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is BAY AREA REAL ESTATE DEVELOPMENT GROUP, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 601 S. Albany Ave., Unit #7, Tampa, Florida 33606.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Member(s):

The four Members of the Company shall be Roger D. Mason II, William J. Podolsky, III, Thea W. Swenson, II and Michael J. Swenson.

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

ARTICLE VI - Management:

The Company is to be managed by four Managers, except as provided in the Operating Agreement. The Manager shall be elected as described in the Operating Agreement. The name of the initial Managers are:

Roger D. Mason, II

601 South Albany Ave., Unit #7, Tampa, Florida 33606

William J. Podolsky, III

5000 Culbreath Key Way, Unit 3-301, Tampa, Florida 33611

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Thayne W. Swenson, II **3005 Saint Charles Dr., Tampa, Florida 33618**

Michael J. Swenson **12008 Hope Lane, Tampa, Florida 33618**

ARTICLE VII - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Florida Statutes.

ARTICLE VIII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be:

Roger D. Mason, II, Esquire
100 North Tampa Street, Suite 3500
Tampa, Florida 33602

ARTICLE IX - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

ARTICLE X - Indemnification:

Each individual or entity who is or was a member or manager 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 or manager of the Company ("Indemnatee"), 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 Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee 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 in 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 the Operating Agreement 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, manager or officer existing at the time of such repeal or amendment.

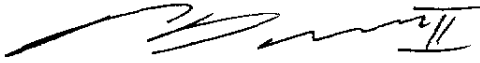
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ARTICLE XI – Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

IN WITNESS WHEREOF the undersigned Authorized Representative has executed these Articles of Organization as of November 11, 2005.



Roger D. Mason, II, Esq.
Authorized Representative

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TALLAHASSEE FLORIDA

**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 Area Real Estate Development Group, LLC.
2. The name and address of the registered agent and office is:

Roger D. Mason, II, Esq.
100 North Tampa Street, Suite 3500
Tampa, Florida 33602

Having been named as registered agent 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 November 11, 2005.



Roger D. Mason, II, Esq.

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TAMPA, FLORIDA