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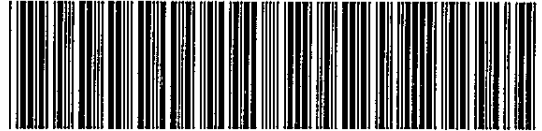
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TALLAHASSEE, FLORIDA

LO5-119099
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ATTORNEYS AT LAW

THE ALEXANDER BUILDING

535 CENTRAL AVENUE

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December 9, 2005

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FLORIDA DEPARTMENT OF STATE
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

**RE: ARTICLES OF ORGANIZATION -
Fenway on the Bay, LLC**

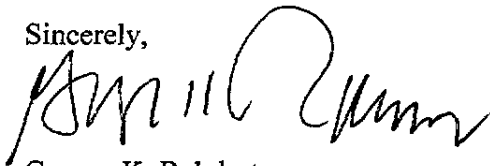
Gentlemen/Ladies:

Enclosed please find original Articles of Organization for Fenway on the Bay, LLC.

Also enclosed is our check made payable to the Florida Department of State in the total amount of \$155.00, representing your filing fees plus an additional \$30.00 for a certified copy of the Articles of Organization for said Limited Liability Company.

Thank you for your attention to the foregoing.

Sincerely,



George K. Rahdert

Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

FENWAY ON THE BAY, LLC

The undersigned, for the purpose of forming a limited liability company under the provisions of Chapter 608 of the Florida Statutes, hereinafter referred to as "the Company," hereby agrees to the following:

ARTICLE I - NAME

The name of the Company shall be FENWAY ON THE BAY, LLC.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Company is formed for the purpose of engaging in any lawful activity or business for which limited liability companies may be organized under the laws of the State of Florida.

Section 2. The Company may exercise all powers, rights, and privileges conferred on limited liability companies pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The Company shall have perpetual existence.

ARTICLE IV - PRINCIPAL OFFICE OF COMPANY

The principal office of the Company shall be 535 Central Avenue, St. Petersburg, Florida 33701.

ARTICLE V - MAILING ADDRESS OF COMPANY

The mailing address of the Company shall be 535 Central Avenue, St. Petersburg, Florida 33701.

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Company shall be 535

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Central Avenue, St. Petersburg, Florida 33701.

Section 2. The name of the initial Registered Agent of the Company shall be GEORGE K. RAHDERT, Esquire, 535 Central Avenue, St. Petersburg, Florida 33701..

ARTICLE VII - MANAGEMENT

Section 1. The business and affairs of the Company shall be managed by its Manager.

Section 2. The initial Manager of the Company is identified as follows:

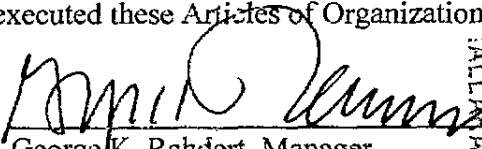
Name

Address

George K. Rahdert

535 Central Avenue
St. Petersburg, FL 33701

IN WITNESS WHEREOF, for purposes of forming a limited liability company under the laws of the State of Florida, the undersigned executed these Articles of Organization on this 6 day of December, 2005.


George K. Rahdert, Manager

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 608.407(d) of the Florida Statutes, the following limited liability company, organizing under the laws of the State of Florida, submits this statement for the purpose of designating the Registered Office / Registered Agent in the State of Florida and evidencing the Registered Agent's acceptance of that position.

1. The name of the Company is: FENWAY ON THE BAY, LLC
2. The name and address of the Registered Agent and office is: GEORGE K. RAHDERT, Esquire
535 Central Avenue
St. Petersburg, FL 33701

SIGNATURE: _____

GEORGE K. RAHDERT, Manager

DATE: December 6, 2005.

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

SIGNATURE: _____

GEORGE K. RAHDERT

DATE: December 6, 2005.