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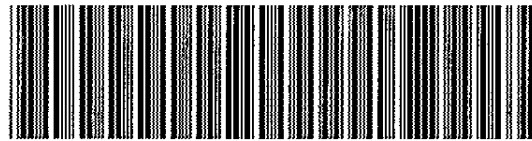
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TALLAHASSEE, FLORIDA

J. BROWN FEB - 1 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Third Properties, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rufus B. Kite-Powell, III
(Name of Person)

(Firm/Company)

4418 Watrous Avenue
(Address)

Tampa, Florida 33629
(City/State and Zip Code)

For further information concerning this matter, please call:

Rufus Kite-Powell at (813) 288-9444
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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**ARTICLES OF ORGANIZATION
OF**

THIRD PROPERTIES, LLC

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

**ARTICLE I
NAME**

The name of the Company shall be: **Third Properties, LLC**

**ARTICLE II
ADDRESS**

The mailing and street address of the Company's principal office is 4418 West Watrous Avenue, Tampa, Florida 33629.

**ARTICLE III
DURATION**

The period of duration for the Company is perpetual.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name of the Company's initial registered agent in Florida is Rufus B. Kite-Powell, III. The address of the Company's registered office is 4418 West Watrous Avenue, Tampa, Florida 33629.

**ARTICLE V
MANAGEMENT**

The Company is to be managed by the members. Each managing members is identified as follows:

<u>Name</u>	<u>Address</u>
Rufus B. Kite-Powell, III MGRM	4418 West Watrous Avenue, Tampa, Florida 33629
I. Clay Thompson, III MGRM	4205 West Leona Street, Tampa, Florida 33629

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ARTICLE VI
ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII
CONTINUATION OF BUSINESS

The remaining members of the Company have the right to continue the business on 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 the Company. The business may be continued only on the unanimous written consent of the remaining members.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this 24 day of January, 2006.

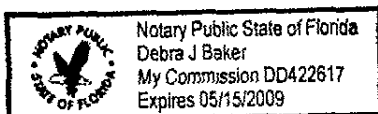

Rufus B. Kite-Powell, III


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Rufus B. Kite-Powell, III, who is personally known to me or who provided _____ as identification, and to me known to be the person described in and who executed the foregoing Articles of Organization, and acknowledged before me that executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of January, 2006.

My Commission Expires:




Notary Public

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

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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

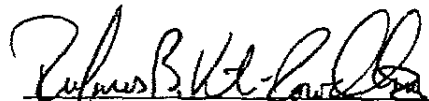
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is **Third Properties, LLC**
2. The name and address of the registered agent and office is:
Rufus B. Kite-Powell, III 4418 West Watrous Avenue, Tampa, Florida 33629

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above-named 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: January 24, 2006



Rufus B. Kite-Powell, III
Registered Agent