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FLORIDA/FOREIGN LIMITED LIABILITY CO.

SAFETY HARBOR PROPERTIES, LLC

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**ARTICLES OF ORGANIZATION
OF
SAFETY HARBOR PROPERTIES, LLC**

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

ARTICLE I

Name

The name of this Company shall be: SAFETY HARBOR PROPERTIES, LLC.

ARTICLE II

Place of Business

The principal place of business and mailing address of this Company shall be 1450 10th Street South, Safety Harbor, Florida 34695, and such other place or places as may be designated by the manager from time to time.

ARTICLE III

Registered Agent and Office

The initial registered agent for this Company shall be Peter A. Rivellini, and the address of the registered agent for service of process shall be 911 Chestnut Street, Clearwater, Florida 33756.

ARTICLE IV

Management of Business

The Company shall be manager-managed. The name and address of the initial managing member shall be Mark J. Dinkel, 1450 10th Street South, Safety Harbor, Florida 34695.

The undersigned has executed these Articles of Organization this ____ day of _____, 2007.



PETER A. RIVELLINI, authorized
representative

Prepared By:
Peter A. Rivellini, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0067156
(727) 461-1818

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CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 911 Chestnut Street, Clearwater, Florida 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated: _____, 2007



PETER A. RIVELLINI

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