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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

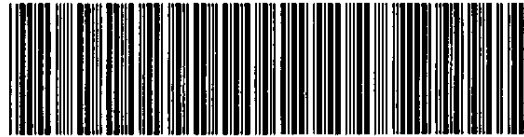
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AUG 16 2011

EXAMINER

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FILED
11 AUG 15 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID C. LEVENREICH
ATTORNEY AND COUNSELOR AT LAW

ALSO ADMITTED TO
PRACTICE IN
THE STATE OF TEXAS

406 SOUTH PROSPECT AVENUE
CLEARWATER, FLORIDA 33756

TELEPHONE: (727) 441-8485
FACSIMILE: (727) 441-4558
E-MAIL: dclevenreich@yahoo.com

August 12, 2011

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

Re: ONO Partners, LLC, ONO Properties, LLC and
Baywalk Properties Holding, LLC

Dear Division of Corporations:

Enclosed please find an **original** and one (1) copy of the Articles of Organization for each of the three (3) above-referenced limited liability companies. Also enclosed is my check in the amount of \$465.00 made payable to "Florida Department of State" to cover the filing fees as follows:

(3 @ \$100.00)	\$300.00 -	Filing Fee
(3 @ \$ 30.00)	\$ 90.00	Certified Copy
(3 @ \$ 25.00)	\$ <u>75.00</u>	Registered Agent Designation

\$465.00 Total

Please return the certified copies of these three (3) Articles of Organization to me at the above address. Thank you for your assistance in this matter.

Very truly yours,

David C. Levenreich

DCL/gab

Enclosures

cc: Gary M. Eng, via electronic mail, w/copy of enclosures

ARTICLES OF ORGANIZATION

OF

ONO Partners, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I NAME

The name of the Company shall be:

ONO Partners, LLC

ARTICLE II PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE III PURPOSES

The Company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE IV GENERAL POWERS

The Company shall have the power to undertake any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
ADDRESS AND PLACE OF BUSINESS

The mailing and street address for the Company is 4905 34th Street S., Suite 5800, St. Petersburg, Florida 33711

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is 406 South Prospect Avenue, Clearwater, Florida 33756, and the name of its initial registered agent is David C. Levenreich, Esquire. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE VII
MANAGEMENT

All powers of the Company shall be exercised by or under the authority of the members and, except as otherwise provided in the regulations and operating agreement of the Company, if any ("Regulations"), the business and affairs of the Company shall be managed by or under the direction of the members (the "members"). The members may appoint one or more managing members and grant them such authority as specifically provided by statute or by the Regulations. The name and current address of the initial managing member is set forth below, and such person shall act in such capacity until otherwise determined by the members in accordance with the Company's Regulations:

Gary M. Eng, MGRM
4905 34th Street S., Suite 5800
St. Petersburg, Florida 33711

ARTICLE VIII
MEMBERS RIGHTS TO CONTINUE BUSINESS

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 the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the consent of a majority in interest of the remaining members or as otherwise provided in the Company's Regulations.

ARTICLE IX
ADMISSION OF ADDITIONAL MEMBERS

Except as otherwise provided in the Regulations, no new members shall be admitted to the Company without the prior consent of a majority in interest of the existing members. Contributions required of a new member shall be determined by the members as of the time of the admission of the new member to the Company. A member's interest in the Company may not be sold or otherwise transferred except with the consent of a majority in interest of members or as otherwise provided for in the Company's Regulations. Additional restrictions and conditions on membership may be set forth in Regulations adopted by the members.

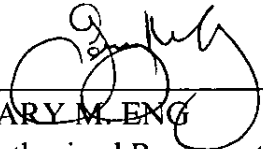
ARTICLE X
REGULATIONS

The members of the Company may adopt an Operating Agreement and Regulations of the Company (previously defined as the Regulations) pertaining to the regulation, management and affairs of the limited liability company, provided that such Regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Regulations may be repealed or altered only by the members of the Company, in the manner now or hereafter prescribed in the Regulations of the Company consistent with the laws of the State of Florida.

ARTICLE XI
ACKNOWLEDGMENT

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of ONO Partners, LLC. These Articles of Organization may be amended from time to time by consent of the members holding a majority-in-interest of the Company, in the manner now or hereafter prescribed in the Company's Regulations consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this ____ day of August, 2011.



GARY M. ENG
Authorized Representative of the Members

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of ONO Partners, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 12TH day of August, 2011.



DAVID C. LEVENREICH, ESQUIRE