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Law Offices
Michael J. Freedman
PROFESSIONAL ASSOCIATION

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Tampa, Florida 33602

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January 11, 1995

BY FEDERAL EXPRESS

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

Re: 15th Street Laurel Oaks, L.C.

Gentlemen:

Enclosed please find the following documents relating to the above-named limited liability company:

1. The original and one copy of the Articles of Organization.
2. The original and one copy of an Affidavit of Membership and Contributions of Limited Liability Company.
3. The original and one copy of a Certificate Designating Registered Agent.

Please file the original Articles, Affidavit and Certificate Designating Registered Agent, and thereafter return to this office a certified copy of the Articles of Organization. Please note that under Article IX of the Articles of Organization, the existence of the Company shall commence on the date of filing.

Also enclosed is this firm's check in the amount of \$337.50, representing the filing fee of \$250.00, certified copy fee of \$52.50, and a registered agent fee of \$35.00.

Finally, we have enclosed a Federal Express form for your use in returning the certified copy of the Articles of Organization to this office. Please note that the cost of the return Federal Express will be paid by this office.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,

Michael J. Freedman
MICHAEL J. FREEDMAN

MJF:sms
Enclosures

ARTICLES OF ORGANIZATION
OF
15TH STREET LAUREL OAKS, L.C.

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These Articles of Organization are made for the purpose of forming a limited liability company under the Florida Limited Liability Company Act.

ARTICLE I

NAME

The name of this limited liability company is 15TH STREET LAUREL OAKS, L.C. (the "Company").

ARTICLE II

DURATION

The Company shall exist from the date of filing these Articles of Organization with the Department of State until the earlier of 30 years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

ARTICLE III

MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal office of the Company is c/o Michael J. Freedman, Esq., 300 East Madison Street, Second Floor, Tampa, Florida 33602.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Company is MICHAEL J. FREEDMAN, and the street address of the initial registered agent of the Company is 300 East Madison Street, Second Floor, Tampa, Florida 33602.

ARTICLE V

ADDITIONAL MEMBERS

Additional members to the Company may be admitted and membership interests may be transferred, but only if all the current members agree to the admission of the additional members and to the terms of admission and transfer.

ARTICLE VI

TERMINATION OF MEMBERSHIP

Upon the death, legal disability, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

ARTICLE VII

MANAGEMENT OF THE COMPANY

The Company shall be managed by a manager in accordance with the Company's regulations. The Company shall initially be managed

by the following person who shall serve as manager until the first annual meeting of the members or until his successor is elected and qualified:

Kevin M. Keegan
116 Greenfield Avenue
San Rafael, CA 94901

ARTICLE VIII

REGULATIONS

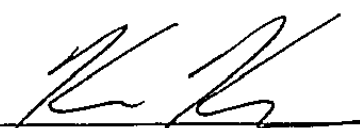
The members shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE IX

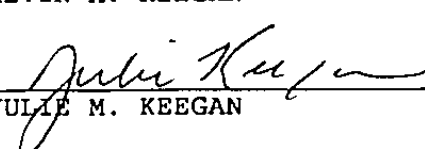
DATE OF EXISTENCE OF THE COMPANY

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned, being all of the members of the Company, have executed these Articles of Organization effective as of the 12th day of December, 1994.




KEVIN M. KEEGAN

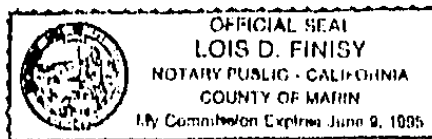


JULIE M. KEEGAN

STATE OF CALIFORNIA
COUNTY OF MARIN

I HEREBY CERTIFY that on this 12th day of Decombor, 1994,
before me personally appeared KEVIN M. KEEGAN and JULIE M. KEEGAN,
known to me to be the persons who executed the foregoing Articles
of Organization, and they acknowledged before me that they executed
the same.


NOTARY PUBLIC
My commission expires,



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
LIMITED LIABILITY COMPANY

The undersigned member of 15TH STREET LAUREL OAKS, L.C., a Florida limited liability company, deposes and says:

1. The above named limited liability company has at least two members;
2. The total amount of cash contributed by the members is \$190,000.00;
3. If any, the agreed value of property other than cash contributed by members is \$-0-; and
4. The total amount of cash or property anticipated to be contributed by members is \$190,000.00.

Executed this 12th day of December, 1994.



KEVIN M. KEEGAN
Member

(IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS AFFIDAVIT CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.)

PURSUANT TO
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OF THE ST
DESIGNATION
FLORIDA.

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SEE, FLORIDA

Address

FREEDMAN, ESQ.
ST., 2ND FLOOR

3a. State of Formation

FL

☐ Applied For

☐ Not Applicable

6. Certificate of Status Desired

☐ Additional Fee Required

Registered Agent

able)

Zip Code

statement for the purpose of changing
ers. I hereby accept the appointment

ty, State and Zip Code

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5/30-01013-002
238.75 +++++238.75

tion 119.07(3)(k) Florida Statutes
has made under oath that I am a
after 608 Florida Statutes, and that

15) 454 1231