

L95000000331

JANA ANDREWS & ASSOCIATES

A PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

2807 W. BUSCH BOULEVARD
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-04/20/95--01100--006
****320.00 ****285.00

April 19, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

via Federal Express

**Re: Articles of Dissolution for M TAMPA CORP.
Articles of Organization for M TAMPA, L.C.**

Dear Sir or Madam:

Enclosed please find the following:

1. An original and one copy of the above-referenced Articles of Dissolution for M Tampa Corp. for filing with the Secretary of State. Please date stamp the enclosed copy and return it to our office.
2. An original and one copy of the above-referenced Articles of Organization for M Tampa, L.C., an original Certificate Designating Place of Business for The Service of Process Within Florida and Registered Agent Upon Whom Process May Be Served, and an original Affidavit executed by Timothy F. Mobley. Please date stamp the enclosed copies and return them to our office.
3. Our law firm's check No. 1005 in the amount of \$320.00 which represents the \$35.00 filing fee for the dissolution of M Tampa Corp. and the \$285.00 filing fee for the filing of M Tampa, L.C.

Thank you for your attention to this letter and its enclosures. Please do not hesitate to contact our office if you have any questions.

Sincerely,

Vicki Rima

Vicki Rima, Legal Assistant
to Jana Andrews

/vr
Enclosures

FILED
95 APR 19 AM 7:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

\$ 200,000.00

ARTICLES OF ORGANIZATION
OF
M TAMPA, L.C.

FILED
95 APR 19 AM 7:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that the Members named herein have associated together for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, providing for the formation, rights, privileges and immunities of limited liability companies for profit. I further declare that the following Articles of Organization ("Articles") shall be the charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME AND ADDRESS**

The name of the limited liability company is M TAMPA, L.C. ("Company"), and the address of its principal place of business is 4104 W. Linebaugh Avenue, Tampa, Florida 33624, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Members.

**ARTICLE II
DURATION**

The Company shall commence its existence on the date these Articles are filed by the Florida Department of State. The Company shall have as its duration thirty (30) years from the date of filing of these Articles with the Florida Department of State, or until dissolved in a manner provided by law, or as provided in the Operating Agreement or adopted by the Members.

**ARTICLE III
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To invest in, operate, own and conduct a real estate investment, development and management business and such other business as may be deemed advisable.

2. To engage in any activity or business authorized under the Florida Statutes.

3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles and to hold, utilize and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporation and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest thereof, and to aid, assist or participate in any lawful enterprise in connection therewith or incidental to such agency, representations, or service and to render any other service or assistance insofar as is lawful under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

8. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as post purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to

or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorized or permitting or purporting to authorize or permit the Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial REGISTERED OFFICE of the Company is 2807 W. Busch Boulevard, Suite 202, Tampa, Florida 33618 and the name of the Company's initial REGISTERED AGENT is Jana Andrews. 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 607.0502, Florida Statutes.

ARTICLE V CAPITAL CONTRIBUTIONS

The Members of the Company have contributed as the initial capital of the Company, cash in the amount of \$200,000.00.

<u>Name</u>	<u>Capital Contribution</u>	<u>Percentage Interest</u>
Homewood Corporation	\$100,000.00	50%
Mobley Land Company	\$100,000.00	50%

ARTICLE VI ADDITIONAL CAPITAL CONTRIBUTIONS

Additional capital contributions to the Company shall be made only upon the unanimous consent of all the Members. Members will make contributions in shares equal to their respective percentage interest.

**ARTICLE VII
ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the written consent of the Members of the Company and upon such terms and conditions as shall be determined by all the Members. A Member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company.

**ARTICLE VIII
MANAGEMENT**

The Company is to be managed by the Members in accordance with the Operating Agreement adopted by the Members for management of the business and affairs of the Company. The Operating Agreement may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these articles. The names and business addresses of the initial members are:

Homewood Corporation
750 Northlawn Drive
Columbus, OH 43214

Mobley Land Company
4104 W. Linebaugh Avenue
Tampa, Florida 33624

**ARTICLE IX
OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the Members of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles.

**ARTICLE X
AMENDMENT**


The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles, or any amendment hereto in the manner now or hereafter prescribed by statute, and all rights conferred upon the Members herein are subject to this reservation.

ARTICLE XI
CAPITALIZED TERMS

Capitalized terms will have the same meaning as in the Operating Agreement unless otherwise defined herein.


IN WITNESS WHEREOF, the undersigned, being an original Member of the Company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of M Tampa, L.C. for the uses and purposes stated therein.

MOBLEY LAND COMPANY

By: 
Timothy F. Mobley
Its: President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 11th day of April, 1995 by Timothy F. Mobley, as President of Mobley Land Company, a Florida corporation, on behalf of said corporation. Mr. Mobley is personally known to me.


Print/Notary Name: Jana Andrews
NOTARY PUBLIC STATE OF
FLORIDA AT LARGE
My Commission Expires:
(NOTARY SEAL)



JANA ANDREWS
MY COMMISSION # CC357709 EXPIRES
April 2, 1998
BONDED THROUGH TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 and Section 608.415, Florida Statutes, the following is submitted:

M Tampa, L.C. (the "Company"), desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated Jana Andrews as its Registered Agent to accept service of process within the State of Florida with her registered office located at 2807 W. Busch Boulevard, Suite 202, Tampa Florida 33618.

ACKNOWLEDGEMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations as Registered Agent, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and Section 608.415 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 11th day of April, 1995.

By: 
JANA ANDREWS
REGISTERED AGENT


AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The undersigned, who appeared personally before me, being first duly sworn, deposes and says that:

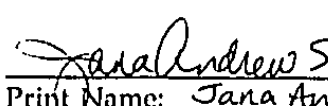
1. He is properly authorized to execute this Affidavit on behalf of the Members of M Tampa, L.C. (the "Company") as their authorized representative;
2. The Company has two Members; and
3. The Members of the Company shall make the following contributions:

<u>Name of Member</u>	<u>Amount of Initial Contribution</u>	<u>Amount of Other Property Contributed</u>	<u>Units</u>
Homewood Corporation	\$100,000	None	100
Mobley Land Company	\$100,000	None	100



Timothy F. Mobley, President
Mobley Land Company, Member

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this
11th day of April, 1995.



Print Name: Jana Andrews
Notary Public - State of Florida
Commission No.
Expires:



JANA ANDREWS
MY COMMISSION # CC357799
April 2, 1998
BONDED TRULY TRUST FARM INSURANCE

FILED
95 APR 19 AM 7:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-342-8086



L95000000331

ACCOUNT NO. : 072100000032

REFERENCE : 603436 153745A

AUTHORIZATION :

COST LIMIT : 9 PPD

900001499959
05/26/95-01042--005
*****52.50 *****52.50

ORDER DATE : May 23, 1995

ORDER TIME : 9:37 AM

ORDER NO. : 603436

CUSTOMER NO: 153745A

CUSTOMER: Jana Andrews, Esq
Jana Andrews & Associates,
Suite 202
2807 Buach Boulevard
Tampa, FL 33618

FILED
55 MAY 23 PM 1:46
SECRETARY OF STATE
TALLAHASSEE FL 32301

DOMESTIC AMENDMENT FILING

NAME: M TAMPA, L.C.

XXX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

RECEIVED
55 MAY 23 PM 10:08
DIVISION OF CORPORATION

503

OK'd S.P.

John Amend

**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION
OF
M TAMPA, L.C.**

RECEIVED
55 MAY 23 PM 1:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

This Certificate of Amendment to the Articles of Organization ("Articles") of M Tampa, L.C. ("Company") which were originally filed on April 19, 1995, is made by the Members of the limited liability company.

WHEREAS, Article X of the Articles provides that the Articles may be amended, in the manner prescribed by Statute; and

WHEREAS, Florida Statute 608.411 sets forth the procedure by which Articles can be amended by the Members; and

WHEREAS, the Members desire to amend Articles III and VIII of the Articles as follows:

NOW, THEREFORE, IT IS RESOLVED that

Article III, numbered paragraph 1 of the Articles shall be amended to add "construction" as one of the purposes of the business of the limited liability company and shall read as follows:

**ARTICLE III
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To invest in, operate, own and conduct a real estate investment, development, construction and management business and such other business as may be deemed advisable.

Article VIII of the Articles shall be amended to change the membership of the Company and shall read as follows:

**ARTICLE VIII
MANAGEMENT**

The Company is to be managed by the Members in accordance with the Operating Agreement adopted by the Members for management of the business and affairs of the Company. The Operating Agreement may contain any provision for the regulation and management of the affairs of the Company not

inconsistent with law or these articles. The names and business addresses of the members are:

Homewood Corporation
750 Northlawn Drive
Columbus, OH 43214

Mobley Land Company II
4104 W. Linobaugh Avenue
Tampa, Florida 33624

By signing below, the undersigned Member has adopted this Amendment to the Articles of Incorporation, this 22nd day of May, 1995.

MOBLEY LAND COMPANY



Timothy F. Mobley, President