

L95000000438

LAW OFFICES OF

EDWARD O. REID, CHARTERED

160 TWENTY-SIXTH STREET, WEST
BRADENTON, FLORIDA 34205

EDWARD O. REID
KEVIN R. LOTTES

June 2, 1995

AREA CODE 813
TELEPHONE 756-8791
FAX # 755-7311

Secretary of State
Corporate Records Division
P. O. Box 6327
Tallahassee, FL 32314

8000001507608
-06/07/95--01034--003
***285.00 ***285.00

Re: *Barski Land Barski, Limited Company*

Gentlemen:

Please find enclosed the following documents for recordation:

1. Articles of Organization
2. Affidavit of Membership and Contributions
3. Statement Designating Registered Agent
4. Check #1001 in the amount of \$285.00 payable to Secretary of State.

I have enclosed a self-addressed envelope for your convenience in returning a copy of the Articles of Organization. Thank you

Very truly yours,

Kevin R. Lottes

Kevin R. Lottes

KRL/j

encls.

DML
6/13/95

FILED
95 JUN -6 AM 8:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF ORGANIZATION OF
BARSKI AND BARSKI, LIMITED COMPANY**

FILED

95 JUN -6 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be BARSKI AND BARSKI, LIMITED COMPANY, and its principal office shall be located at 609 42nd Street Court West in the City of Palmetto, County of Manatee, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

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

1. To engage in any activity or business authorized under the Florida Statutes.
2. 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 set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, 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 these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental

authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts

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

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both 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 contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company This Article may be amended

from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company

ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

KLAUS J. BARSKI -- 609 42nd Street Court West, Palmetto, FL 34221
BONNIE J. BARSKI -- 609 42nd Street Court West, Palmetto, FL 34221

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by all members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall

be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members on the first day of each calendar month.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII DURATION


This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

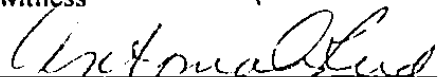
ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3633 26th Street West, City of Bradenton, County of Manatee, State of Florida, and the name of the company's initial registered agent at that address is Edward O. Reid, Esquire.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of BARSKI AND BARSKI, LIMITED COMPANY.

Executed by the undersigned at the Offices of Edward O. Reid, Chartered, 3633 26th Street West, Bradenton, Florida 34209 on the 27 day of January, 1995.


witness


witness


Klaus J. Barski


Bonnie J. Barski

PREPARED BY:
KEVIN R. LOTTES, ESQUIRE
Edward O. Reid, Chartered
3633 26th Street West
Bradenton, FL 34209
813/756-8791

CORPDSK/LC-ARTOG

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida)
County of HANDLER)

FILED
95 JUN -6 AM 8:00
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is BARSKI AND BARSKI, LIMITED COMPANY.

The name of the registered agent for BARSKI AND BARSKI, LIMITED COMPANY is Edward O. Reid, Esquire whose address is 3633 26th Street West, Bradenton, Florida 34209

The street address of the company's principal office where the agent is located is 609 42nd Street Court West, Palmetto, Florida 34221.

This statement is to acknowledge that, as indicated above, BARSKI AND BARSKI, LIMITED COMPANY has appointed me, Edward O. Reid, Esquire as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 this ____ day of _____, 19 ____

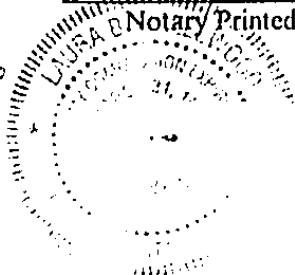
Edward O. Reid
[Signature of registered agent]

The foregoing instrument was acknowledged before me this 1st day of JUNE, 19 95 by Edward O. Reid, Esquire. agent on behalf of BARSKI AND BARSKI, LIMITED COMPANY. a limited liability company. -He is personally known to me or has produced _____ as identification.

Laura B. Hartzwood
Notary Public Signature

Laura B. Hartzwood CCIS 7770
Notary/Printed

My Commission expires: 3/31/96
KRL/Comp/DAL/LC-AFMEM



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED

95 JUN -6 AM 8:00

SIXTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

State of Florida
County of Duval

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of BARSKI AND BARSKI, LIMITED COMPANY, deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is zero dollars.
3. If any, the agreed value of property other than cash contributed by the members is \$ 306,000.00. A description of the property is attached as Exhibit "A" and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is \$ 600,000.00. This total includes the amounts from 2 and 3 above

[Signature]
witness

[Signature]
Signature of Member or Authorized
Representative of Member

[Signature]
witness

Klaus J. Barski
Printed Name

The foregoing instrument was acknowledged before me this 1st day of June, 1995, by Klaus J. Barski on behalf of BARSKI AND BARSKI, LIMITED COMPANY, a limited liability company. He is personally known to me or has produced personally known as identification.

[Signature]
Notary Public Antonia A. Reid

SEAL

My Commission Expires: _____



ANTONIA A REID
My Commission CC398889
Expires Aug. 07, 1998

EXHIBIT "A"

PARCEL ONE

Commence at the NE corner of U.S. Government Lot 3, Section 3, Township 35 South, Range 16 East; thence South, along the East line of said U.S. Government Lot 3 a distance of 1099.35 feet for a Point of Beginning; thence continue South along said East line 1693 feet, more or less, to the Southwesterly boundary of the parcel so conveyed by Deed #21153 from the trustees of the Internal Improvement Fund of The State of Florida to The Cortez Company; thence N 66° W, along said Southwesterly boundary, a distance of 700 feet, more or less to the Westernmost corner of the parcel so conveyed by said deed; thence N 24° E, along the Northwesterly boundary of the parcel so conveyed by said deed, a distance of 1003.70 feet to an existing seawall; thence N 3° 19' 12" W, along said seawall, 249.63 feet; thence North, along the extension of said seawall 12.0 feet; thence East 36.0 feet; thence South 12.0 feet; thence East 70.0 feet; thence N 57° 52' 46" East 40.0 feet to the Point of Beginning. Together with an easement for ingress and egress across the following described lands. Commence at the NE corner of U.S. Government Lot 3, Section 3, Township 35 South, Range 16 East; thence South along the East line of said U.S. Government Lot 3 a distance of 1034.35 feet for a Point of Beginning; thence continue South along said East line 44.8 feet; thence S 57° 52' 46" W, 40.0 feet; thence East 70.0 feet; thence North 12.0 feet; thence East 36.0 feet; thence North 37.7 feet; thence N 86° 05' 40" East 140.0 feet to the Point of Beginning. The above lying and being in Section 3, Township 35 South, Range 16 East, Manatee County, Florida.

Grantor quit claims any right, title or interest in and to the property extending to the centerline of the canal located on the west side of the above property.

PARCEL TWO

A parcel of submerged land in Sarasota Bay in Sections 2, 3, 10 and 11, Township 35 South, Range 16 East, Manatee County, Florida more particularly described as follows:

From the NW corner of Government Lot 5 of said Section 2 run South along the west line of said Government Lot 5, 1088.85 Feet more or less to the intersection with the mean high water mark of Sarasota Bay for the P.O.B. Thence southeasterly along said mean high water mark to the intersection with the southwesterly extension of the easterly boundary of Crampton Re-Sub of Cortez Addition to Cortez as recorded in Plat Book 7, Page 11, Public Records of Manatee County, Florida, thence southwesterly along said extension 1060.0 feet; thence North 66 degrees 00' West 2710.64 Feet, thence North 24 degrees 00' East, 1312.40 Feet to the P.O.B.

PARCEL THREE

Grantor's interest, without warranty, in the following described easement

A one foot wide easement for a 1 1/2 inch water line, the centerline of which is described as follows: Commence at the NE corner of US Government Lot 3, Section 3, Township 35 South, Range 16, East; thence South, along the East line of said US Lot 3 a distance of 945.4 feet; thence West 130.5 feet to the center of a four inch well for a point of beginning; thence Southwesterly to a frame pump house lying 1.7 feet West and 3.0 feet South of said well; thence South 153 feet to a point on the North line of the lands described above in Parcel One, said North line the line called East, 36.0 feet; thence continue South, along said 1 1/2 inch water line to a point where said water line enters a cement block building 7.5 feet East of the Northwest corner of building.


PARCEL 4 LEGAL DESCRIPTION ON NEXT PAGE

PARCEL 4

LEGAL DESCRIPTION

Commence at the Southeast Corner of the Northeast 1/4 of Section 35, Township 33 South, Range 17 East; thence run South, along the East line of Section 35, a distance of 610 feet; thence West to an iron pipe at the intersection of the Westerly Right of Way Line of Highway 19 and the North Right of Way Line of 55th Street West for a Point of Beginning; thence continue West 132.25 feet; thence North 40 feet; thence West 262.70 feet; thence North 60 feet; thence N 41 30' W, 435 feet to an iron pipe on the Bank of Terra Ceia Bay; thence continue N 41 30' W, 9 feet more or less to the mean high water line of said Terra Ceia Bay; thence in a Northeasterly direction along the waters of said Terra Ceia Bay to its intersection with Tampa Gap Drain Canal; thence Southeasterly along the waters edge, to its intersection with the Westerly Right of Way Line of said U.S. Highway 19; thence Southeasterly along said Right of Way 7 feet more or less to an iron pipe; thence continue Southeasterly along said Right of Way 96 feet more or less to the Point of Beginning as described in O.R. Book 986, Page 3546, LESS that part conveyed to Corena D. Clairmont in Deed recorded in O.R. Book 994, Page 2929, Public Records of Manatee County, Florida. LESS road Right-of-Way.

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS
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FILED

96 MAY 31 AM 8:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE \$ 238.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company DOCUMENT #L95000000438 BARSKI AND BARSKI, LIMITED COMPANY 609 42ND STREET COURT WEST @ PALMETTO FL 34221

1a. Principal Place of Business Address 609 42ND STREET COURT WEST PALMETTO FL 34221
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If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business <i>above @</i>	2a. Mailing Address <i>above @</i>
Suite, Apt. #, etc. <i>-</i>	Suite, Apt. #, etc. <i>-</i>
City & State <i>-</i>	City & State <i>-</i>
Zip <i>-</i>	Zip <i>-</i>
Country <i>-</i>	Country <i>-</i>

3. Date Organized or Qualified 06/06/1995	3a. State of Formation FL
4. FEI Number 65-0569497	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> \$25 Additional Fee Requested

7. Name and Address of Current Registered Agent REID, EDWARD O 3633 26TH STREET WEST BRADENTON FL 34209

8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (Registered Agent Signature required when re-electing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	BARSKI, KLAUS J	609 42ND STREET COURT WEST	PALMETTO FL
MGRM	BARSKI, BONNIE J	609 42ND STREET COURT WEST	PALMETTO FL

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: *[Signature]* 5-28-96 43-1820
SIGNATURE AND TITLE OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #