

L96000000146

ALAN F. GONZALEZ, P.A.

1602 West Sligh Avenue
Suite 300
Tampa, Florida 33604-5809
(813) 935-2552 FAX (813) 933-5836

January 26, 1996

300001702543
-01/31/96--01040--001
***337.50 ***337.50

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: T. & K. Brown, L.C.

Dear Sir:

Enclosed herewith please find two copies of the Articles of Organization and original Affidavit for the above Limited Liability Company for filing with your office. Also enclosed is our check in the sum of \$337.50 to cover filing fees, etc.

Very truly yours,

AFG
ALAN F. GONZALEZ

AFG:et
Enclosures

*Principles office
called & left message
on recorder at 3:45
on 2-2-96 BR
Same as Registered
agent address*

Alan GAVE \$2,450,000

AUTHORIZATION BY PHONE TO
CONTACT ALF
DATE 2-5-96
DOC. EXAM. BR

B. REGISTER FEB 2 1996
189,630 900-671
196-2615

FILED
96 JUN 31 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
T. & K. BROWN, L.C.

FILED
96 JAN 31 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of this Limited Liability Company shall be: **T. & K. BROWN, L.C.**

ARTICLE II - DURATION

This Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 30 years from the above date, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to invest in and manage real property investments in Florida, including related business and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is **TOM FAIRFIELD BROWN, SR., ESQ.**, and the registered office is 11720 Sheldon Road, Tampa, FL 33625. This is also the principal office.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as such shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent and the transferee's interest is that of a managing (active, voting) member.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the

management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the managing members of the company are:

<u>Name</u>	<u>Address</u>
Tom Fairfield Brown, Sr.	11720 Sheldon Road Tampa, FL 33625
Katherine C. Brown	11720 Sheldon Road Tampa, FL 33625

ARTICLE X - CLASSES OF MEMBERS

The Company shall have two classes of members. One class of members shall be the active, voting members identified as managing members in Article IX above. The other class of members shall be the passive, non-voting members of the Company except as provided for herein or in the regulations or operating agreement of the Company. Only the managing members shall have the authority to vote with respect to the active management of the business affairs of the Company. The other passive, non-voting members shall not participate in any way in the management of the company business. The members of the Company shall be:

Active, Voting members:

<u>Name</u>	<u>Ownership percentage</u>	<u>Cash or Property Contributed</u>
1. Tom Fairfield Brown, Sr.	1%	(See Exhibit "A")
2. Katherine C. Brown	1%	(See Exhibit "A")

Passive, Non-Voting Members

<u>Name</u>	<u>Ownership percentage</u>	<u>Cash or Property Contributed</u>
1. Tom Fairfield Brown, Sr.	49%	(See Exhibit "A")
2. Katherine C. Brown	49%	(See Exhibit "A")

ARTICLE XI - NON-REGISTRATION AS SECURITY

The interests of each member of this limited liability company have not been registered under the Securities Act of 1933 or any other state securities law, including but not limited to Chapter 517, Fla. Stat. Each member agrees that the interests issued to each member shall qualify under the private placement exemption under federal law and Section 517.061, Fla. Stat., and each member shall cooperate to assure compliance.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Tampa, Florida, for the foregoing uses and purposes this 23 day of January, 1996.

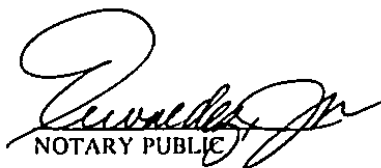

TOM FAIRFIELD BROWN, SR.


KATHERINE C. BROWN

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME personally appeared, Tom Fairfield Brown, Sr. and Katherine C. Brown, individually and as Active Voting Members and Passive, Non-Voting Members, to me well known or have produced a Florida Driver's license as identification, to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and freely and voluntarily acknowledged before me according to law that he/she made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 23rd day of January, 1996.


NOTARY PUBLIC



EVELIO VALDEZ, JR.
COMMISSION # 404250
EXPIRES AUG 30, 1998

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, being the person named in the Articles of Organization of **T.K. BROWN, L.C.**, as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the company.

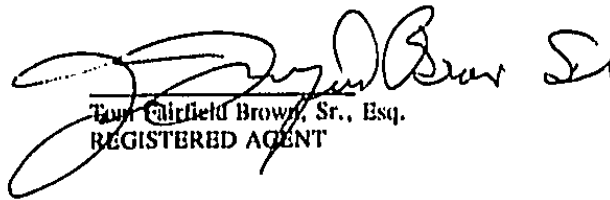

Tom Fairfield Brown, Sr., Esq.
REGISTERED AGENT

EXHIBIT "A"

Name of Member	Type of Member	Ownership % of LLC	Cash or Property Contributed
Tom Fairfield Brown, Sr.	a) Active, Voting Managing	1%	\$50,000 *
	b) Passive, Non-Voting, Non-Managing	49%	\$2,450,000 **
Katherine C. Brown	a) Active, Voting Managing	1%	\$50,000 *
	b) Passive, Non-Voting, Non-Managing	49%	\$2,450,000 **

* = 1% interest in real property described in attached Exhibit "B" as to each member.

** = 49% interest in real property described in attached Exhibit "B" as to each member.

EXHIBIT "B"

Description of real property:

119.1 +/- of unusable acres also, 86.2 acres non-usable "The non-usable land is lake bottom, land being excavated for borrow pit, drainage ditches; environmentally sensitive areas and power line easement" in a portion of Section 9 and Section 10 Township 28 South, Range 17 E., Hillsborough County, Florida; LESS the homestead of Tom F. and Katherine C. Brown being 6 acres +/- thereof and, LESS the 30 acres +/- thereof heretofore conveyed by Tom F. and Katherine C. Brown to Westchase and currently being excavated.

Estimate of value: \$5,000,000

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

THE UNDERSIGNED affiant, TOM FAIRFIELD BROWN, hereby states after being duly sworn, deposes and says:

1. That affiant is executing this affidavit of his own personal knowledge and for purposes of satisfying Section 608.407(2), Fla. Stat.

2. That T. & K. BROWN, L.C. has two members, to wit: Tom Fairfield Brown, Sr.
Katherine C. Brown

3. The agreed value of property and/or cash contributed is as follows:

Tom Fairfield Brown, Sr.	a) Active, Voting Managing	1%	<u>\$50,000 *</u>
	b) Passive, Non-Voting, Non-Managing	49%	<u>\$2,450,000 **</u>
Katherine C. Brown	a) Active, Voting Managing	1%	<u>\$50,000 *</u>
	b) Passive, Non-Voting, Non-Managing	49%	<u>\$2,450,000 **</u>

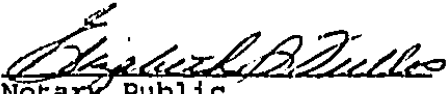
4. The total amount of cash or property anticipated to be contributed by the members:
(See attached Exhibit "A")

FURTHER AFFIANT SAITH NOT.


TOM FAIRFIELD BROWN, SR.

Subscribed before me, the undersigned authority by TOM

FAIRFIELD BROWN, SR., who is known to me or who has produced a Florida driver's license as identification on this 23 day of January, 1996.


Notary Public
Commission Expires
Commission No.



FILED
96 JAN 31 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

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Katherine C. Brown	a) Active, Voting Managing	1%	\$50,000 *
	b) Passive, Non-Voting, Non-Managing	49%	\$2,450,000 **

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EXHIBIT "B"

Description of real property:

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Estimate of value: \$5,000,000

L96000000146

TOM FAIRFIELD BROWN
ATTORNEY AT LAW

11720 WHELDON ROAD
TAMPA, FLORIDA 33626
(813) 920-8881
FAX (813) 920-7748

BUN CITY CENTER, FLORIDA 33573
(813) 834-8818

August 14, 1996

REPLY TO: TAMPA OFFICE

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Amendment to Articles of Organization
of T. & K. BROWN, L.C., dated: March 31, 1996

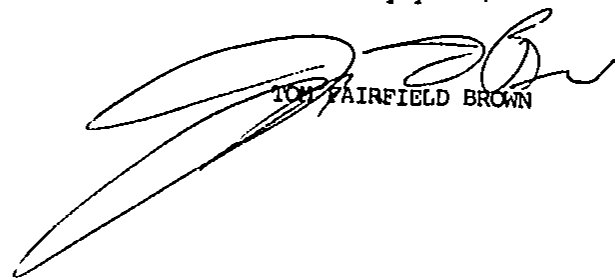
Dear Sirs:

Enclosed herein please find original Amendment To Articles of
Organization of T. & K. BROWN, L.C., dated: March 31, 1996, for recording.

Also enclosed is a check payable to Florida Department of State,
Division of Corporations, in the amount of \$35.00, for filing the same, along
with a copy of said Amendment for providing a stamped copy to our Tampa office,
upon processing the same.

Should you have any questions, please do not hesitate to call.

Sincerely yours,



TOM FAIRFIELD BROWN

TFB/kl
encs.

96 SEP -3 PH12:06
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

#250 - CF
Confirmed By Katy that
they did not want to file
the Amendment listing to
Contributions, file only the
Supplemental Application

Contact Chg.
increased to \$4,015,000.00

VS SEP 5 1996



received
8/26/96

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 23, 1996

TOM FAIRFIELD BROWN
11720 SHELDON ROAD
TAMPA, FL 33626

SUBJECT: T. & K. BROWN, L.C.
Ref. Number: L9600000146

We have received your document for T. & K. BROWN, L.C. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.412, Florida Statutes, a supplemental affidavit should be filed to reflect an increase in the capital contributions of a limited liability company. The affidavit should set forth the total amount of the capital contributions of the members. If contributions include other than cash, a description and agreed value of property should be attached. The filing fee is \$250. Enclosed is the appropriate form.

There is a balance due of \$215.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 996A00040049

Rec'd 9/3
DOS

TOM FAIRFIELD BROWN
ATTORNEY AT LAW

11720 SHELDON ROAD
TAMPA, FLORIDA 33628
18131 920-6681
FAX 18131 920-7748

SUN CITY CENTER, FLORIDA 33673
18131 634-8818

August 29, 1996

REPLY TO: TAMPA OFFICE

Attention: Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: T. & K. Brown, L.C.
Reference # L96000000146

Dear Ms. Shepard:

Per your request, please find, enclosed herein, the original Supplemental Affidavit of Capital Contributions for A Limited Liability Company, dated: August 28, 1996, which has been executed, for filing of record with the State of Florida, Corporations Division; along with original Amendment to Articles of Organization of T & K Brown, L.C., and an extra copy thereof for confirmation, and your letter, dated August 23, 1996.

Also enclosed is our check, in the amount of \$215.00, the balance due for the filing fee. Please process, as soon as possible, and return a conformed copy (copy provided herein) to my Tampa office.

Should you have any questions, please call my office.

Sincerely yours,


TOM FAIRFIELD BROWN

TFB/kl
encs.
cc: Alan F. Gonzalez, Esquire

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL
CONTRIBUTIONS FOR A LIMITED LIABILITY
COMPANY**


FILED
96 SEP -3 PM 12:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned member or authorized representative of a member of
T. & K. BROWN, L.C.

a limited liability company, executes this supplemental affidavit filed pursuant to section 608.412, Florida Statutes.

The total amount of the capital contributions of the members is \$4,015,000.00.
If contributions include other than cash, a description and agreed value of property
must be attached.

Dated August 28, 1996.



Signature of a member or authorized representative of a member
TOM FAIRFIELD BROWN, SR.

Typed or printed name of signer

(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)

Filing fee: \$250.00
Certified copy: \$ 52.50 (optional)

L96000000146

11720 SHELDON ROAD
TAMPA, FLORIDA 33628
(813) 920-6661
FAX (813) 920-7748

SUN CITY CENTER, FLORIDA 33673
(813) 634-8818

REPLY TO: TAMPA OFFICE

December 18, 1996, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
96 DEC 23 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A LIMITED LIABILITY COMPANY
of T. & K. BROWN, L.C., dated: December 18, 1996

SHK

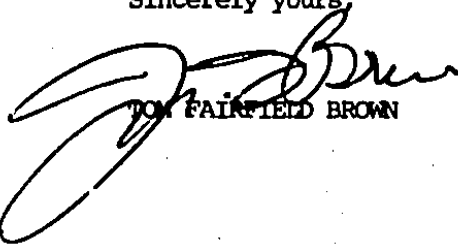
Dear Sirs:

Enclosed herein please find original SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A LIMITED LIABILITY COMPANY of T. & K. BROWN, L.C., dated: December 18, 1996, for filing.

Also enclosed is a check payable to Florida Department of State, Division of Corporations, in the amount of \$52.50, for filing the same and providing me with a conformed copy of the same (copy of the same is enclosed herein for conforming, with a self-addressed return envelope). Please process as soon as possible, and mail conformed copy to my Tampa address.

Should you have any questions, please do not hesitate to call.

Sincerely yours,



TOM FAIRFIELD BROWN

TFB/kl
encs.

cc: Alan F. Gonzalez, Esquire
Albert P. Lima, Esquire
Richard Roberts, C.P.A.

RECEIVED
96 DEC 23 AM 6:35
DIVISION OF CORPORATIONS

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*****52.50 *****52.50

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTION

FOR A LIMITED LIABILITY COMPANY

OF

T. & K. BROWN, L.C.

FILED
96 DEC 23 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being all of the members of T. & K. Brown, L.C., a Florida limited liability company, which was originally filed in the State of Florida on January 31, 1996, hereby certifies that the following Supplemental Affidavit of Capital Contributions for a Limited Liability Company of said company is hereby filed pursuant to Section 608.412, F.S. This Supplemental Affidavit of Capital Contributions for a Limited Liability Company is correcting scrivener's error in Amendment and Affidavit dated August 28, 1996.

**ARTICLE X
CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the company the cash or property set forth below:

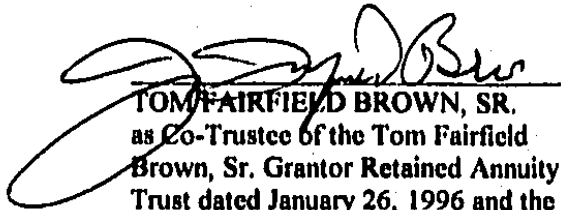
Name of LLC Member	Type of Member	% Ownership	Capital Contribution
Tom Fairfield Brown, Sr., and Katherine C. Brown, as Co-Trustees of the Tom Fairfield Brown, Sr. Grantor Retained Annuity Trust dated January 23, 1996.	Active (voting)	1%	\$1,840,000.00*
	Passive (non-voting)	45%	Included
Katherine C. Brown and Tom Fairfield Brown, Sr., as Co-Trustees of the Katherine C. Brown Grantor Retained Annuity Trust dated January 23, 1996.	Active (voting)	1%	\$2,160,000.00*
	Passive (non-voting)	53%	Included

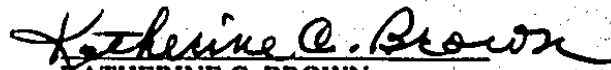
*See schedule A attached hereto.

In all other respects, the Articles of Organization of T. & K. Brown, L.C., Amendment to Articles of Organization and Supplemental Affidavit of Capital Contributions for A Limited Liability Company, dated August 28, 1996, shall remain in effect.

(In accordance with Section 608.408(3), F.S., the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

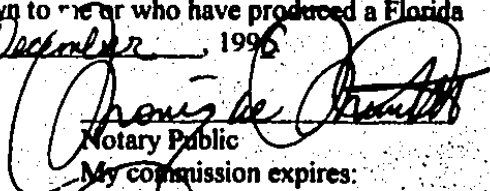
IN WITNESS WHEREOF, we hereby set our hands and seals this 18 day of December, 1996.


TOM FAIRFIELD BROWN, SR.
as Co-Trustee of the Tom Fairfield Brown, Sr. Grantor Retained Annuity Trust dated January 26, 1996 and the Katherine C. Brown Grantor Retained Annuity Trust dated January 26, 1996.
Managing Member


KATHERINE C. BROWN
as Co-Trustee of the Katherine C. Brown Grantor Retained Annuity Trust dated January 26, 1996 and the Tom Fairfield Brown, Sr. Grantor Retained Annuity Trust dated January 26, 1996.
Managing Member

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH:

Subscribed and sworn to before me by TOM FAIRFIELD BROWN, SR. and KATHERINE C. BROWN, who are personally known to me or who have produced a Florida driver license as identification, on this 18 day of December, 1996


Notary Public
My commission expires:
(Commission NO:
(Seal)

NOTARY PUBLIC
STATE OF FLORIDA
Monique M. Winter
Notary Public, State of Florida
Commission No. CC 569093
My Commission Exp. 7/11/2000

EXHIBIT "A"

Description of real property:

119.1 +/- of unusable acres also, 86.2 acres non-usable "The non-usable land is lake bottom, land being excavated for borrow pit, drainage ditches; environmentally sensitive areas and power line easement" in a portion of Section 9 and Section 10 Township 28 South, Range 17 E., Hillsborough County, Florida; LESS the homestead of Tom F. and Katherine C. Brown being 6 acres +/- thereof and, LESS the 30 acres +/- thereof heretofore conveyed by Tom F. and Katherine C. Brown to Westchase and currently being excavated.

Estimate of value: \$4,000,000