

**L96000000599**

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

285.00 F.F.  
 52.50 C.C.  
 -----  
 337.50

PAID  
 5/31/94

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5/31		
TIME	10.00		CK No.
BY	JJ		

WALK-IN  
 Will Pick Up \_\_\_\_\_

RE: Interbay Properties Inc  
 96 MAY 31 PM 1:58

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

- Capital Express™
- Art. of Inc. File C.C.
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- C U B-
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, \_\_\_\_\_ Copies
- Courier Service
- Shipping/Handling
- Phone ( )
- Top Priority
- Express Mail Prep.
- FAX ( ) pgs.

500001252005  
 -06/06296--01001--003  
 \*\*\*337.50 \*\*\*337.50

**SUBTOTALS**

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

RECEIVED  
 96 MAY 31 AM 10:22  
 DIVISION OF CORPORATION

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF ORGANIZATION  
OF  
INTERBAY PROPERTIES L.C.**

**FILED**

96 MAY 31 PM 1:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), and 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 be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I  
NAME**

The name of the limited liability company is Interbay Properties L.C. (the "Limited Liability Company").

**ARTICLE II  
PERIOD OF DURATION**

The period of duration of the Limited Liability Company shall be from the date of filing of these Articles of Organization until the first to occur of the following:

- (i) December 31, 2045, or
- (ii) Dissolution of the Limited Liability Company pursuant to provisions of the Act.

**ARTICLE III  
PURPOSE AND POWER**

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

**ARTICLE IV  
ADDRESS OF PLACE OF BUSINESS**

The address of the place of business in Florida for the Limited Liability Company is 4601 West Kennedy Blvd., Suite 111, Tampa, Florida 33622.

**ARTICLE V  
REGISTERED AGENT**

The name and address of the initial registered agent and office in Florida for the Limited Liability Company is Edward B. Pritchard, Esquire, Pritchard and Reissman, P.A., 4601 West Kennedy Blvd., Suite 111, Tampa, Florida 33622.

**ARTICLE VI**  
**CAPITAL CONTRIBUTIONS**

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company are as follows: Two Hundred Fifteen Thousand Dollars and No/100ths (\$215,000.00) in cash and no other property is being contributed to the Limited Liability Company.

**ARTICLE VII**  
**ADDITIONAL CONTRIBUTIONS**

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events upon the happening of which, shall be made as follows: No additional contributions have been agreed upon as of the date of filing of these Articles of Organization. Additional contributions, if any, will be made pursuant to the Operating Agreement of Intercoastal Properties L.C. of even date herewith (the "Operating Agreement").

**ARTICLE VIII**  
**ADDITIONAL MEMBERS**

Additional members may be admitted to the Limited Liability Company upon the unanimous written consent of the then existing members. Capital 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 upon the unanimous written consent of the members of the Limited Liability Company, and pursuant to the Operating Agreement.

**ARTICLE IX**  
**CONTINUITY OF BUSINESS**

The Limited Liability Company shall be dissolved upon the bankruptcy, retirement, resignation, expulsion, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member; provided, however, that all the remaining members may consent to the continuance of the Limited Liability Company's business notwithstanding the bankruptcy, retirement, resignation, expulsion, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member.

The Limited Liability Company shall be dissolved upon the unanimous written consent of the members of the Limited Liability Company.

[Signatures continued from the previous page.]

*[Handwritten Signature]*  
(Signature of Witness)  
Mary Beth Jones  
(Print Name of Witness)  
*[Handwritten Signature]*  
(Signature of Witness)  
EDWARD B. PRITCHARD  
(Print Name of Witness)

Interbay Properties, Inc.  
a Florida corporation

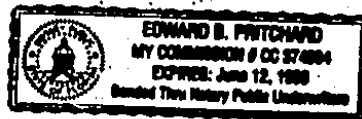
By: *[Handwritten Signature]*  
Ronald R. Ruffner  
Its: President

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Ronald R. Ruffner, as President of Intercoastal Properties, Inc., a Florida corporation, on behalf of the corporation, who is  personally known to me, or ( ) who has produced \_\_\_\_\_ as identification, and, who, after first being duly sworn, states that he has read the foregoing Articles of Organization and that he agrees to the contents stated within.

Sworn to and subscribed before me this \_\_\_\_\_ day of December, 1995.

*[Handwritten Signature]*  
Signature of Notary Public  
Printed Name: EDWARD B. PRITCHARD  
My Commission Expires: \_\_\_\_\_



**ARTICLE X  
MANAGEMENT**

Management of the Limited Liability Company is reserved to its members in proportion to their contributions to the capital of the Limited Liability Company, as adjusted from time to time, and pursuant to the Operating Agreement, and whose names and addresses are as follows:

**NAMES**

**ADDRESSES**

Intercoastal Properties, Inc., a  
Florida corporation

4601 West Kennedy Blvd.  
Suite 307  
Tampa, Florida 33622

Interbay Properties, Inc., a  
Florida corporation

4601 West Kennedy Blvd.  
Suite 307  
Tampa, Florida 33622


**ARTICLE XI  
OPERATING AGREEMENT**

The members of the Limited Liability Company have entered into an Operating Agreement of even date beneath to regulate the affairs of the Limited Liability Company; provided, however, that said operating agreement shall not in any manner contravene with these Articles of Organization or the Act, and in as much as any provisions of the Operating Agreement do conflict with these Articles of Organization or the Act, the Limited Liability Company shall look to the provisions of Chapter 608, Florida Statutes (1994) as controlling authority.


IN WITNESS WHEREOF, the undersigned, being the two (2) initial members of the Limited Liability Company, for the purpose of forming a limited liability company under the Act, have executed these Articles, this 18 day of December, 1995.

Signed, sealed and delivered  
in the presence of:

Intercoastal Properties, Inc.,  
a Florida corporation

  
\_\_\_\_\_  
(Signature of Witness)  
Edward B. Pritchard  
\_\_\_\_\_  
(Print Name of Witness)

By:   
\_\_\_\_\_  
Ronald R. Ruffner  
Its: President

  
\_\_\_\_\_  
(Signature of Witness)  
EDWARD B. PRITCHARD  
\_\_\_\_\_  
(Print Name of Witness)

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Ronald R. Ruffner, as President of Interbay Properties, Inc., a Florida corporation, on behalf of the corporation, who is (X) personally known to me, or ( ) who has produced \_\_\_\_\_ as identification, and, who, after first being duly sworn, states that he has read the foregoing Articles of Organization and that he agrees to the contents stated within.

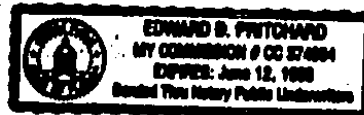
Sworn to and subscribed before me this 18 day of December, 1995.



\_\_\_\_\_  
Signature of Notary Public

Printed Name: EDWARD B. PRITCHARD

My Commission Expires: \_\_\_\_\_



**ACCEPTANCE BY REGISTERED AGENT**

**FILED**

96 MAY 31 PM 1:58

Having been appointed the registered agent of Interbay Properties L.C., the undersigned accepts such an appointment, agrees to act in such capacity and accepts obligations proposed by Section 608.415, Florida Statutes (1994) and is herewith simultaneously designated as registered agent by Interbay Properties L.C.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
EDWARD B. PRITCHARD, Registered Agent  
FOR THE LIMITED LIABILITY COMPANY  
INTERBAY PROPERTIES L.C.

**FILED**

96 MAY 31 PH 1:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of Interbay Properties L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$215,000.00.
3. If any, the agreed value of the property other than cash contributed by member(s) is \$ - 0 -. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$215,000.00. This total includes amounts from 2 and 3 above.
5. 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.

**INTERBAY PROPERTIES, INC., a  
Florida corporation**

By: \_\_\_\_\_

**Ronald R. Ruffner,  
its President**

**(Signature of a member or authorized  
representative of a member)**





69600000599

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666, Fax (904) 222-1666

WALK IN

PICK UP

2/17/97 (signature)

CERTIFIED COPY

CUS

PHOTO COPY

FILING Dissolution

1.) Interbay Properties L.C. (CORPORATE NAME & DOCUMENT #)

2.) (CORPORATE NAME & DOCUMENT #)

3.) (CORPORATE NAME & DOCUMENT #)

4.) (CORPORATE NAME & DOCUMENT #)

300002089599--2  
-02/17/97--01069--025  
\*\*\*\*\*195.00 \*\*\*\*\*35.00

5.) (CORPORATE NAME & DOCUMENT #)

6.) (CORPORATE NAME & DOCUMENT #)

800002094168--0  
-02/21/97--01044--001  
\*\*\*\*\*17.50 \*\*\*\*\*17.50

7.) (CORPORATE NAME & DOCUMENT #)

8.) (CORPORATE NAME & DOCUMENT #)

9.) (CORPORATE NAME & DOCUMENT #)

10.) (CORPORATE NAME & DOCUMENT #)

RECEIVED  
9 FEB 17 PM 1:12  
DIVISION OF CORPORATION

N. HENDRICKS FEB 18 1997

SPECIAL INSTRUCTIONS



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

February 17, 1997

**CORPORATE ACCESS, INC.**

**TALLAHASSEE, FL**

**SUBJECT: INTERBAY PROPERTIES L.C.**  
Ref. Number: L9600000599

We have received your document for INTERBAY PROPERTIES 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):

Articles of Dissolution for a Florida limited liability company must be signed by all members.

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) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 797A00008390

97 FEB 17 11 9 54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION OF  
INTERBAY PROPERTIES L.C.**

Pursuant to the provisions of Section 608.445 of the Florida Limited Liability Company Act, the undersigned limited liability company adopts the following articles of dissolution for the purpose of dissolving the company:

1. The name of the limited liability company is Interbay Properties L.C. (the "Company").
2. The effective date of the dissolution of the Company is 11:59 p.m. on January 31, 1997.
3. The occurrence that resulted in the Company's dissolution pursuant to Section 608.441 of the Florida Limited Liability Company Act was the unanimous written agreement of all members of the Company.
4. All debts, obligations and liabilities of the Company have been paid or discharged.
5. All the property and assets of the Company remaining after the payment of all debts, obligations and liabilities of the Company have been distributed among the members of the Company in accordance with their respective rights and interests in the Company.
6. There are no suits pending against the Company in any court.

Dated: January 31, 1997

INTERBAY PROPERTIES L.C.,  
a Florida limited liability company

By: INTERBAY PROPERTIES, INC., / INTERCOASTAL PRO-  
A Florida corporation and a member of PERITIES, INC.  
Interbay Properties, L.C.

By:   
Ronald R. Ruffner, President