

L97000000/84



ACCOUNT NO. : 072100000032

REFERENCE : 259151 5315A

AUTHORIZATION :

800002093098--0

-02/20/97--01047--009

COST LIMIT : \$ PPD

****337.50 ****337.50

ORDER DATE : February 13, 1997

ORDER TIME : 10:39 AM

ORDER NO. : 259151-005

CUSTOMER NO: 5315A

CUSTOMER: Ms. Lori Jones
TRENAM KEMKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

FILED
97 FEB 13 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PS CLEARWATER GP, L.C.

EFFECTIVE DATE: FILE FIRST

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

W97-3625

KK 2.13

2.14.97

97 FEB 13 PM 1:24
OFFICE OF CLERK OF COURT
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: PS CLEARWATER GP, L.C.
Ref. Number: W97000003625

RESUBMIT
Please give original
submission date as file date.

We have received your document for PS CLEARWATER GP, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the 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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 297A00007878

RECEIVED
96 FEB 14 AM 9:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
PS CLEARWATER GP, L.C.

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97 FEB 13 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned organizer hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

PS Clearwater GP, L.C.

ARTICLE II

Duration

The Company's existence shall terminate on December 31, 2047.

ARTICLE III

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

1906 Gulf to Bay Blvd.
Clearwater, FL 34625

ARTICLE IV

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 1906 Gulf to Bay Blvd., Clearwater, Florida 34625, and the initial registered agent of the Company at such office shall be C. Edward Thomas. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE V

Business and Purposes

The general purpose for which the Company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and any amendments thereto, and in connection therewith, the Company shall have and may exercise any and all powers conferred from time to time by law upon limited liability companies formed under such Act.

ARTICLE VI

Admission of Members

The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Regulations of the Company (the "Regulations").

ARTICLE VII

Continuation of Business

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 which terminates the continued membership of a member in the Company, unless in any such case, the members, by unanimous written consent, agree to continue the business of the Company or as otherwise provided in the Regulations.

ARTICLE VIII

Management of Business

The management of the Company shall be vested entirely in its members unless otherwise stated in the Regulations.

ARTICLE IX

Initial Members

The initial managing members of the Company shall be the following persons, such persons to hold office until their successors have been duly elected and qualify. The name and street address of the initial managing members are:

<u>Name</u>	<u>Address</u>
Planet Smoothie, L.L.C.	3340 Ridge Point Atlanta, GA 30339
C. Edward Thomas	15905 Country Place Tampa, FL 33624

ARTICLE X

Regulations

1. The power to adopt the Regulations, to alter, amend or repeal the Regulations, or to adopt new Regulations, shall be vested in the members of the Company.

2. The Regulations of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Organization

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

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.


C. Edward Thomas, Member

RECORDED
07 FEB 13 PM 1:26
OFFICE OF THE CLERK OF THE CIRCUIT COURT

PS CLEARWATER GP, L.C.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, C. Edward Thomas, as a member of PS Clearwater GP, L.C., a Florida limited liability company (the "Company"), does hereby certify:

1. The Company has two (2) members.
2. The total amount of cash contributed by the members is \$1,000.
3. The total amount of property other than cash being contributed by the members is \$0.
4. The total amount of additional cash and property anticipated to be contributed by the members is \$1,000.00. This total includes amounts from 2 and 3 above.

DATED this 11 day of February, 1997.

FURTHER AFFLIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.


C. Edward Thomas, Member

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97 FEB 13 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS CLEARWATER GP, L.C.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 11 day of February, 1997.


C. Edward Thomas

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA