

L97000000582



ACCOUNT NO. : 072100000032

REFERENCE : 402693 3487A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 23, 1997

ORDER TIME : 10:06 AM

ORDER NO. : 402693-005

CUSTOMER NO: 3487A

CUSTOMER: Tami D. Toms, Legal Secretary
ICARD MERRILL CULLIS TIMM
FUREN & GINSBURG, PA
2033 Main Street, Suite 101
P. O. Drawer 4195
Sarasota, FL 34237

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****337.50 ****337.50

DOMESTIC FILING

NAME: NAE MEDIA/SARASOTA, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

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6

84 MAY 23 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 23, 1997

CSC NETWORKS
1201 HAYS ST.
TALAHASSEE, FL 32301-2607

SUBJECT: NAE MEDIA/SARASOTA, L.C.
Ref. Number: W97000012211

RESUBMIT

Please give original
submission date as file date.

We have received your document for NAE MEDIA/SARASOTA, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The corporate name must be identical throughout the document.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 197A00028236

FILED
97 MAY 23 AM 10:47
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
NAE Media/Sarasota, L.C.

The undersigned, desiring to form a limited liability company ("Company") pursuant to the Florida Limited Liability Company Act, hereby makes and declares these Articles of Organization.

Article I - Name

The name of the Company is NAE Media/Sarasota, L.C.

Article II - Duration and Commencement

This Company shall commence on the date these Articles are filed with the Department of State, and the duration shall be perpetual.

Article III - Purpose

The Company is organized for the purpose of acquiring, developing, owning, operating, and selling real property described in Exhibit "A", and any other lawful purpose.

Article IV - Mailing Address and Principal Office

The mailing address is 2033 Main Street, Suite 101, Sarasota, Florida 34236 and street address of the Company's principal office is 667 North Washington Boulevard, Sarasota, Florida 34236.

ARTICLE V - Initial Registered Office and Agent

The name and street address of the initial registered agent of this Company is J. Geoffrey Pflugner, 2033 Main Street, Suite 101, Sarasota, Florida 34237.

Article VI - Membership

Members of the Company have the right to admit new members. Additional members may be admitted only on a unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

Article VII - Continuance of Company

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

Article VIII - Management

The management of the Company shall be reserved to its Manager. James MacInnes, 667 North Washington Boulevard, Sarasota, Florida 34236 shall manage the Company.

Article IX - Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the managers listed in Article VIII.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 2nd day of May, 1997.

By: _____

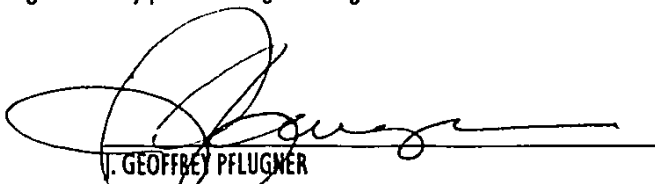

J. Geoffrey Pflieger

**CERTIFICATE OF DESIGNATION OF NAE MEDIA/SARASOTA, L.C.
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the hereinabove limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is NAE MEDIA/SARASOTA, L.C.
2. The name and address of the registered agent and office is: J. GEOFFREY PFLUGNER, 2033 Main Street, Suite 101, Sarasota, Florida 34237.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.


J. GEOFFREY PFLUGNER
Date: 5/22/97

FILED IN FLORIDA

5/23/97

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members or authorized representative of a member of NAE Media/Sarasota, L.C. deposes and says:

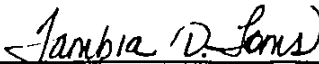
- (1) The above named limited liability company has at least two members.
- (2) The total amount of cash contributed by the members is Ten Thousand and No/100 Dollars (\$10,000.00).
- (3) If any, the agreed value of property other than cash contributed by members is \$ -0-.
- (4) The total amount of cash or property anticipated to be contributed by members is \$10,000.00. This total includes amounts from (2) and (3) above.

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


James MacInnes

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 22nd day of May, 1997 by James MacInnes, who is personally known to me or who has produced _____ as identification and who did not take an oath.


Notary Public
My Commission Expires:

TAMBLA D. TOMS
Notary Public, State of Florida
My Comm. Expires April 19, 1998
No. CC 376839
Bonded Thru Official Notary Service

NOTARY PUBLIC
STATE OF FLORIDA

5/19/98 23 27:03:17