

LA 70000000706



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 436430 7106987

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Pizut

ORDER DATE : June 20, 1997

ORDER TIME : 10:57 AM

ORDER NO. : 436430-005

CUSTOMER NO: 7106987

CUSTOMER: Mr. Walter M. Hamer
MR. WALTER M. HAMER

Suite 1224
220 E. Madison Street
Tampa, FL 33602

600002224926--6

DOMESTIC FILING

NAME: BELLMARK PROPERTIES, LC

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

Dmc
6/27/97

FILED
97 JUN 27 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN 27 PM 12:14
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

BELLMARK PROPERTIES, LC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: Suite 1224, 220 East Madison Street, Tampa, Florida 33602.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Walter M. Hamer
MGRM.

220 East Madison Street, Suite 1224
Tampa, Florida 33602

Stephen C. Mullen
MGRM.

702 Sarasota Quay
Sarasota, Florida 34236

FILED
97 JUN 27 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorized representative of a member of
BELLMARK PROPERTIES, LC hereby executes these articles of
organization on this 27th Day of JUNE 1997.

CORPORATION SERVICE COMPANY

Deborah D. Skipper
BY: Deborah D. Skipper
as its agent as authorized
representative of

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a
business office identical with the registered office of the
Limited Liability Company named above, and having been
designated as the registered agent in the above and
foregoing articles, is familiar with and accepts the obligations
of the position of registered agent under Section 608.415 or
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

Dated: June 27, 1997

LH/RWW

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TALLAHASSEE, FLORIDA
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TALLAHASSEE, FLORIDA


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

BELLMARK PROPERTIES LC 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 \$ 500.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ -
- 5) the total amount of 2, 3, and 4 is \$ 500.00

WALTER M. HAMER.




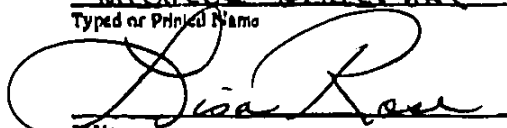
Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the
execution of this affidavit constitutes an affirmation under the
penalties of perjury that the facts stated herein are true.)


LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of BELLMARK PROPERTIES, LC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of this Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 19 day of JUNE, 1997.


Witness
MICHELLE RASEFSKE
Typed or Printed Name


Witness
LISA ROSE
Typed or Printed Name


Signature
WALTER M. HAMER
Typed or Printed Name