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Jill Fisher Powers, P.A.
P.O. Box 6600
Clearwater, Florida 33758
813/538-5468

FILED

97 AUG 13 PM 2:51

TALLAHASSEE, FLORIDA

August 12, 1997

VIA AIRBORNE EXPRESS

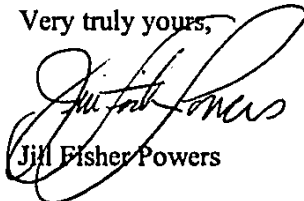
Florida Department of State
Division of Corporations
Attn: New Filings
409 E. Gaines Street
Tallahassee, Florida 32399

900002265749--9
-08/13/97--01066--003
****337.50 ****337.50

Re: Gulf-to-Bay Center, LLC
Articles of Organization

Enclosed please find two (2) executed originals of Articles of Organization of Gulf-to-Bay Center, LLC (the "Articles"). Also included is a check in the amount of \$337.50, \$285.00 for the filing fee and \$52.50 for a certified copy. Please file these Articles as soon as possible, returning a certified copy to me.

Very truly yours,


Jill Fisher Powers

Enclosures:
As stated

JFP/lsm

8/15/97

**ARTICLES OF ORGANIZATION
OF GULF-TO-BAY CENTER, LLC,
A LIMITED LIABILITY COMPANY**

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The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

TALLAHASSEE, FLORIDA

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is GULF-TO-BAY CENTER, LLC, a Limited Liability Company (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall terminate on December 31, 2020, unless otherwise extended or terminated by an amendment to these Articles of Organization.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office is as follows: 19353 U.S. Highway 19 North, Suite 100, Clearwater, Florida 33764. The name and address of the Company's initial registered agent in the State of Florida is as follows: Jill Fisher Powers, 19353 U.S. Highway 19 North, Suite 100, Clearwater, Florida 33764.

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL
MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the unanimous approval of all the remaining members entitled to vote.

**ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event a majority in interest of all of the remaining members agree in writing to continue the business of the Company.

**ARTICLE VI
MANAGEMENT**

The Company will be initially managed by one (1) manager in accordance with the Company's regulations. The name and business address of the initial manager who shall serve until the first annual meeting of members or until its successor is elected and qualified is:

NAME

ADDRESS

Edwin C. Tooke, Jr., as Trustee under
agreement dated October 17, 1991

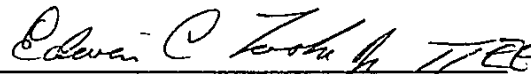
19353 U.S. Highway 19 North, Suite 100
Clearwater, Florida 33764

**ARTICLE VII
PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, the following member has executed these Articles of Incorporation on this 11 day of August, 1997.

Dated 8-11-97


Edwin C. Tooke, Jr., as Trustee under
agreement dated October 17, 1991


STATE OF FLORIDA }
COUNTY OF PINELLAS }

Before me personally appeared Edwin C. Tooke, Jr., as Trustee under agreement dated October 17, 1991, who is known to me to be the person who executed the foregoing articles of organization, managing member for **GULF-TO-BAY CENTER, LLC**, a Florida limited liability company.

In witness whereof, I have hereunto set my hand and seal on this 11 day of August, 1997.

(SEAL)

My Commission Expires:


Notary Public, State of Florida at Large



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED 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: **GULF-TO-BAY CENTER, LLC**, a Florida limited liability company.
2. The name and address of the registered agent and office is:

Jill Fisher Powers
19353 U.S. Highway 19 North, Suite 100
Clearwater, Florida 33764

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.

Dated this 11 day of August, 1997.



Jill Fisher Powers


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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CLERK OF CIRCUIT COURT
HALL COUNTY, FLORIDA

The undersigned, Edwin C. Tooke, Jr., as Trustee under agreement dated October 17, 1991, the Initial Manager and representative of the members of **GULF-TO-BAY CENTER, LLC**, a Florida limited liability company, after being sworn, deposes and says as follows:

- 1) the above named limited liability company has at least two members; and
- 2) the total amount of cash capital contributed by the member(s) is \$1,000.00.
- 3) the total amount of cash or property anticipated to be contributed by member(s) is \$299,000.00.

Dated this ____ day of August, 1997.


Edwin C. Tooke, Jr., as Trustee under
agreement dated October 17, 1991

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me personally appeared Edwin C. Tooke, Jr., as Trustee under agreement dated October 17, 1991, who is known to me to be the person who executed the foregoing Affidavit of Membership and Contributions as managing member for **GULF-TO-BAY CENTER, LLC**, a Florida limited liability company.

In witness whereof, I have hereunto set my hand and seal on this 11 day of August, 1997.

(SEAL)

My Commission Expires:


Notary Public

