

Division of Corporations

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L980000001379

Florida Department of State

Division of Corporations

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Sandra B. Mortham, Secretary of State

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Bay Street, LLC

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| Page Count | 04 |
| Estimated Charge | \$285.00 |

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|-------------------|------------|
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 5, 1998

FELICITY M. SMITH

SUBJECT: BAY STREET, LLC
REF: W98000017799

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Michelle Hodges
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**ARTICLES OF ORGANIZATION
OF****8 Bay Street, LLC**

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of this limited liability company (the "Company") shall be 8 Bay Street, LLC

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the regulations (as defined in §608.402(13) of the Act) of this Company, the period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be 50 North Laura Street, Suite 2600, Jacksonville, Florida 32202.

**ARTICLE IV
REGISTERED AGENT**

The address of the registered office of this Company shall be 1301 Riverplace Boulevard, Suite 1301, Jacksonville, Florida 32207, and its initial registered agent at such office shall be MOTOLAW, Inc.

**ARTICLE V
ADDITIONAL MEMBERS**

Additional members (as defined in §608.402(10) of the Act) may be admitted at such times and on such terms and conditions as provided in the regulations of this Company.

Prepared by Peter O. Larsen, Esq.
Milam Otero Larsen Dawson & Traylor, P.A.
1301 Riverplace Boulevard, Suite 1301
Jacksonville, FL 32207
(904) 398-3555
Florida Bar Number 0846146

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**ARTICLE VI
CONTINUATION OF BUSINESS**

The remaining members of this Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of the member in this Company as provided in the Act or the regulations of the Company.

**ARTICLE VII
MANAGEMENT OF THE COMPANY**

This Company will be managed by one of its members in accordance with and subject to the requirements of the Act and the regulations of this Company. The name and address of the initial Managing member (as defined in §608.402(9) of the Act), who shall serve as Managing member until the first annual meeting of the members or until its successor is elected and qualifies, is as follows:

Gary Husk
50 North Laura Street, Suite 2600
Jacksonville, Florida 32202

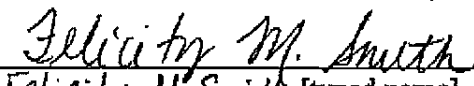
IN WITNESS WHEREOF, the undersigned, a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.407(4) of the Act.



GARY HUSK, as Managing Member

STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed before me
this 5th day of August, 1998.


Felicity M. Smith [typed name]
Notary Public, State of Florida

My Commission Expires:



Felicity M. Smith
MY COMMISSION # CC696891 EXPIRES
November 17, 2001
BONDED THRU TROY FAIN INSURANCE, INC

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following is submitted:

8 Bay Street, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates MOTOLAW, Inc., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be c/o Milam Otero Larsen Dawson & Traylor, P.A., 1301 Riverplace Boulevard, Suite 1301, Jacksonville, Florida 32207.

DATED this 5th day of August, 1998.

8 BAY STREET, LLC

By: 

Name: Gary Husk

Title: Managing Member

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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 4th day of August, 1998.

MOTOLAW, INC., a Florida corporation, as
registered agent

By: 

Name: Peter O. Larsen

Title: President

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Gary Husk, the Managing Member of 8 Bay Street, LLC (the "Company"), pursuant to Florida Statutes Section 608.407(2) and after having been duly sworn, hereby affirms the following:

1. The Company has at least two (2) members.
2. The actual amount of cash contributed to date of the member(s) is: \$1,000.00
3. The agreed value of any property other than cash contributed is: \$ -0-
4. The total amount of cash or property anticipated to be contributed by the member(s) at this time (exclusive of the \$1,000.00 contributed to date) is: \$1,000.00

FURTHER AFFIANT SAYETH NOT.

Under the penalties I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated: 5th day of August, 1998.

8 BAY STREET, LLC

GARY HUSK, as Managing Member

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The foregoing Affidavit of Membership and Contributions of 8 Bay Street, LLC, a Florida limited liability company (the "Company"), was executed, acknowledged and delivered before me this ____ day of August, 1998, by Gary Husk, the Managing Member of the Company, in Jacksonville, Florida.

[SEAL]

Personally known: X

or

Produced identification: _____

Type of identification produced: _____

Notary Public

Print Name: Felicity M. Smith

Commission Number: CC696891

Commission Expires: 11-17-2001

[SEAL]

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Felicity M. Smith
MY COMMISSION # CC696891 EXPIRES
November 17, 2001
BONDED THRU TROY FAIR INSURANCE, INC.