

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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DIVISION OF CORPORATIONS
98 AUG 13 AM 11:33

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ARCHITECTURE
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CR-E031(1.95)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 13, 1998

HOLLAND & KNIGHT

TALLAHASSEE, FL

SUBJECT: SANDLES I, L.L.C.
Ref. Number: W98000018499

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98 AUG 13 AM 11:33

We have received your document for SANDLES I, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount 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 (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 998A00042194

SANDLES I, L.L.C.
ARTICLES OF ORGANIZATION

The undersigned being a duly authorized Member and acting as organizer of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

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ARTICLE I. NAME

The name of the Limited Liability Company shall be SANDLES I, L.L.C.

ARTICLE II. DURATION

The period of the Company's duration shall commence on the date of filing of these Articles of Organization and shall exist until December 31, 2038, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of all the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. ADDRESS OF PRINCIPAL OFFICE

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

732 Live Oak Terrace, N.E.
St. Petersburg, Florida 33703

ARTICLE V. REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is:

Charles L. Kott
732 Live Oak Terrace, N.E.
St. Petersburg, Florida 33703

A written statement as prescribed by the Florida Department of State pursuant to Section 608.407(1)(d), Florida Statutes, is attached to these Articles of Organization.

ARTICLE VI. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of the Members of the Company holding a majority Ownership Interest (as defined in the Regulations) in the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VII. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. The Manager shall have the right and responsibilities accorded it as more particularly described in the Regulations of the Company. The name and address of the initial Manager is as follows:

Charles L. Kott
732 Live Oak Terrace, N.E.
St. Petersburg, Florida 33703

The Manager shall serve in such capacity until the first annual meeting of the Members or until his successor(s) is (are) are duly elected and qualified.

ARTICLE VIII. AMENDMENT OF REGULATIONS

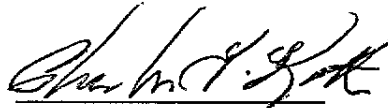
The power to adopt, alter, amend, or repeal Regulations of the Company shall be vested in the Members of the Company.

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98 AUG 13 AM 11:33

ARTICLE IX. AFFIDAVIT

Attached to these Articles of Organization is the Affidavit required by Section 608.407(3) Florida Statutes.

IN WITNESS WHEREOF, the undersigned, as authorized representative of a Member, has executed these Articles of Organization on this 12th day of August, 1998.



Charles L. Kott
Member

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98 AUG 13 AM 11:33

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.

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98 AUG 13 AM 11:33

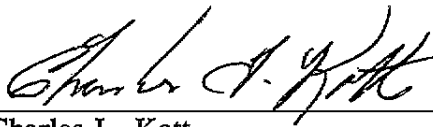
Pursuant to Chapter 48.091, Florida Statutes, or other more applicable statute, the
following is submitted:

That Sandles I, L.L.C., desiring to organize under the laws of the State of Florida with
its initial registered office, as indicated in the Articles of Organization, at 732 Live Oak Terrace,
N.E., City of St. Petersburg, County of Pinellas, State of Florida 33703, has named Charles
L. Kott located at 732 Live Oak Terrace, N.E., City of St. Petersburg, County of Pinellas, State
of Florida 33703, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named
above, at the place designated in this certificate, I agree to act in that capacity, to comply with
the provisions of the Florida Limited Liability Company Act, and am familiar with, and accept,
the obligations of that position.

Dated: August 12, 1998



Charles L. Kott
Registered Agent

STP 216830

AFFIDAVIT

STATE OF FLORIDA

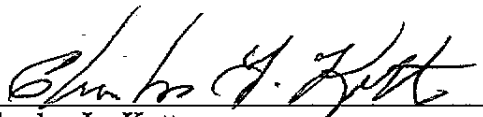
COUNTY OF PINELLAS

Charles L. Kott, being first duly sworn, deposes and says:

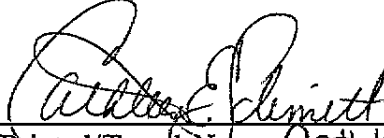
1. That he is a Member of Sandles I, L.L.C., a Florida limited liability company (the "Company");
2. That the Company has at least one Member;
3. That the Members of the Company have contributed \$275,000.00 to the capital of the Company;
4. That the agreed value of property* other than cash contributed by the Members is \$25,000.00; and
5. That the Members of the Company are expected to contribute no additional capital to the Company.

And further affiant sayeth not.

*Architectural and management services.


Charles L. Kott

The foregoing instrument was acknowledged before me this 12th day of August, 1998, by Charles L. Kott who is personally known to me or has produced _____ as identification, and who did take an oath.


Printed/Typed Name: Cathleen E. Schmitt
Notary Public-State of Florida
Commission Number:

STP.216830

