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SUITE 1900
FT. LAUDERDALE, FLORIDA 33301

(954) 482-9500

October 14, 1998

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

CM

RE: LEAP Clearwater, L.C.

Sir/Madam:

Enclosed is the original of the Articles of Organization of LEAP Clearwater, L.C. for filing with the State of Florida. Please have the enclosed filed with the Division of Corporations, and return a certified copy of same to the attention of the undersigned at the address referenced in the letterhead hereof.

Also enclosed please find check no. 24016 in the amount of \$337.50 which represents payment of the following:

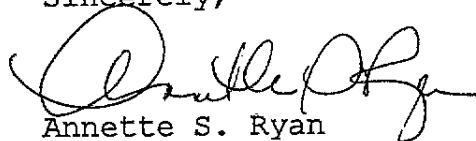
Filing Fee	\$250.00
Registered Agent Fee	35.00
Certified Copy	52.50
TOTAL	\$337.50

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TALLAHASSEE, FLORIDA

Florida Department of State
October 14, 1998
Page 2

Thank you for your assistance in this matter. Should you have any questions regarding the enclosed, please call me directly at (813)222-5077 rather than returning the unfiled Articles of Organization.

Sincerely,



Annette S. Ryan
Legal Assistant

/asr
Enclosures
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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
LEAP CLEARWATER, L.C.,
a Florida limited liability company**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Limited Liability Company shall be LEAP CLEARWATER, L.C., and its principal office shall be located at 3805 West San Nicholas, in Tampa, Florida 33629, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the Limited Liability Company shall be P. O. Box 18445, Tampa, Florida 33679-8445.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the Limited Liability Company is authorized to transact, shall be as follows:

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Limited Liability Company to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Limited Liability Company, is to engage in any or all of the following activities:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of

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these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this Limited Liability Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or interference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Limited Liability Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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ARTICLE III

EXERCISE OF POWERS

All Limited Liability Company powers shall be exercised by or under the authority of, and the business and affairs of this Limited Liability Company shall be managed under the direction of, the members of this Limited Liability Company. This Article may be amended from time to time by a unanimous vote of the members of the Limited Liability Company.

ARTICLE IV

MANAGEMENT

Management of this Limited Liability Company is reserved to its members, whose names and addresses are as follows:

F 1555° Clearjoy Holdings, Inc.,
a Florida corporation

1200 Sheppard Avenue, East, Suite 101
Willowdale, Ontario Canada M2K 2S6

pg 2-3315 Foursome Properties, Inc.,
a Florida corporation

P. O. Box 18445
Tampa, Florida 33679-8445

Pals Properties, L.P.,
a Pennsylvania limited
partnership

One Oxford Centre
34th Floor
Pittsburgh, PA 15219

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ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit members upon consent of the holder or holders of a majority of the Membership Interests in the Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with written consent of the holder or holders of a majority of the Membership Interests in the Limited Liability Company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership

of a member in the Limited Liability Company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

Capital contributions in the amount of \$10,000.00 cash shall be paid to the Limited Liability Company by the three (3) members in the following amounts:

Clearjoy Holdings, Inc.	\$2,500.00
Foursome Properties, Inc.	\$2,500.00
Pals Properties, L.P.	\$5,000.00

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportion to the distributive share of profits of the Limited Liability Company each of the members is entitled to at the time of the contribution shares.

ARTICLE VII

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the Limited Liability Company business that remain after the payment of the expenses of conducting the business of the Limited Liability Company. Each member shall be entitled to the distributive share of the profits specified as follows:

Clearjoy Holdings, Inc.	25%
Foursome Properties, Inc.	25%
Pals Properties, L.P.	50%

The distributive share of the profits shall be determined and paid to the members as provided by the regulations of the company, or as determined by the members.

(b) *Losses.* All losses that occur in the operation of the Limited Liability Company business shall be paid out of the capital of the Limited Liability Company and the

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profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

Clearjoy Holdings, Inc.	25%
Foursome Properties, Inc.	25%
Pals Properties, L.P.	50%

ARTICLE VIII

DURATION

This Limited Liability Company shall exist until December 31, 2024, unless it is earlier dissolved in a manner provided by law or as provided in the Operating Agreement and Regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 401 East Jackson Street, Suite 2200, City of Tampa, County of Hillsborough, State of Florida, and the name of the company's initial registered agent at that address is Lawrence J. Bailin.

The undersigned, being the original members of the Limited Liability Company, certify that this instrument constitutes the proposed Articles of Organization of LEAP CLEARWATER, L.C.

Executed by the undersigned at Tampa, Florida, on October 8, 1998.

CLEARJOY HOLDINGS, INC.,
a Florida corporation

By: 

CLIFF LEVY

As its Vice President

(CORPORATE SEAL)

FOURSONE PROPERTIES, INC.,
a Florida corporation

By: 

CLIFF LEVY
As its President

(CORPORATE SEAL)

PALS PROPERTIES, L.P.,
a Pennsylvania limited partnership

By: SLAP-5, INC., a Pennsylvania
corporation, as its general partner

By: 

ALAN PAPERICK,
As its Vice President

(CORPORATE SEAL)

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AFFIDAVIT

State of Florida)
)ss
County of Hillsborough)

In compliance with FS § 608.407(2), the undersigned member or authorized representative of a member of LEAP CLEARWATER, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$10,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$10,000.00. This total includes the amounts from 2 and 3 above.

CLEARJOY HOLDINGS, INC.
a Florida corporation

By: [Signature]
CLIFF LEVY
As its Vice President

(CORPORATE SEAL)

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 5 day of October, 1998, by CLIFF LEVY, as Vice President of CLEARJOY HOLDINGS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced known to me as identification.



Patty S. Ellsworth
MY COMMISSION # CC732691 EXPIRES
May 24, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

[Signature]
Printed Name: _____
Notary Public
Serial Number (if any): _____

My Commission Expires: _____

(NOTARY SEAL)

STATEMENT DESIGNATING REGISTERED
AGENT AND OFFICE

State of Florida)
)ss
County of Hillsborough)

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is LEAP CLEARWATER, L.C.

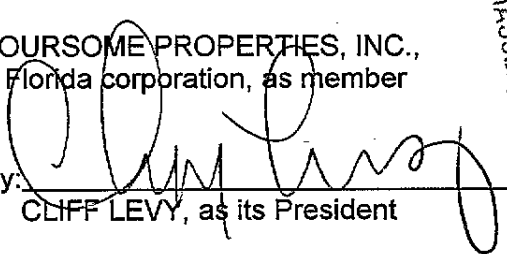
The name of the registered agent for LEAP CLEARWATER, L.C. is Lawrence J. Bailin and the street address and mailing address of the company's registered office where the registered agent is located is 401 East Jackson Street, Suite 2200, Tampa, Florida 33602..

This statement is to acknowledge that, as indicated above, LEAP CLEARWATER, L.C. has appointed me, Lawrence J. Bailin, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

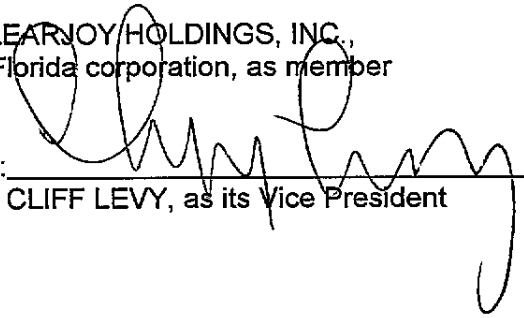
Dated October 8, 1998.

LEAP CLEARWATER, L.C.,
a Florida limited liability company

FOURSOME PROPERTIES, INC.,
a Florida corporation, as member

By: 
CLIFF LEVY, as its President

CLEARJOY HOLDINGS, INC.,
a Florida corporation, as member

By: 
CLIFF LEVY, as its Vice President

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PALS PROPERTIES, L.P.,
a Pennsylvania limited partnership, as member

By: SLAP-5, INC., a Pennsylvania
corporation, as its general partner

By: [Signature]
ALAN PAPERINICK,
As its Vice President

[Signature]
Lawrence J. Bailin
As Registered Agent

The foregoing instrument was acknowledged before me this 5 day of October, 1998,
by CLIFF LEVY, as Vice President of CLEARJOY HOLDINGS, INC., and as President of
FOURSOME PROPERTIES, INC., as members on behalf of LEAP CLEARWATER, L.C., a Florida
limited liability company. He is personally known to me or has produced _____
known to me as identification.



Patty S. Ellsworth
MY COMMISSION # CC732691 EXPIRES
May 24, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

Patty S. Ellsworth
Printed Name: Patty S. Ellsworth
Notary Public
Serial Number (if any): _____

My Commission Expires: _____

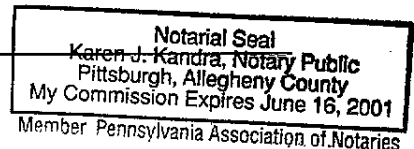
(NOTARY SEAL)

The foregoing instrument was acknowledged before me this 8th day of October, 1998,
by ALAN PAPERINICK, as Vice President of SLAP-5, INC., a Pennsylvania corporation, as the
general partner of PALS PROPERTIES, L.P., a Pennsylvania limited partnership, as member on
behalf of LEAP CLEARWATER, L.C., a Florida limited liability company. He is personally known
to me or has produced _____ as identification.

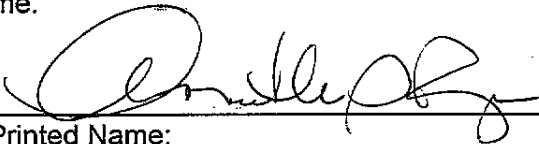
[Signature]
Printed Name: KAREN J. RANDRA
Notary Public
Serial Number (if any): _____

My Commission Expires: _____

(NOTARY SEAL)

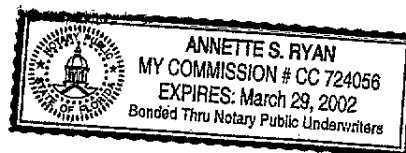


The foregoing instrument was acknowledged before me this 14th day of October, 1998, by LAWRENCE J. BAILIN, as Registered Agent of LEAP CLEARWATER, L.C., a Florida limited liability company. He is personally known to me.


Printed Name: _____
Notary Public
Serial Number (if any): _____

My Commission Expires:

(NOTARY SEAL)



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