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LIMITED LIABILITY COMPANY
BROWN-19, LLC

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ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
BROWN-19, LLC

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

ARTICLE I
Name

The name of this Company shall be: BROWN-19, LLC.

ARTICLE II
Commencement Date and Duration

This Company shall commence on the date of subscription and acknowledgment in accordance with the provisions of Section 608.409(3)(a) of the Act and shall continue for a period of fifty (50) years from the commencement date, or until dissolved by its members or managers in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

1. Expiration of the term specified above;
2. Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; and
3. Unanimous written consent of all of the members.

ARTICLE III
Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized pursuant to Section 608.403 of the Act, including the acquisition, disposition, purchase, lease, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying and otherwise dealing with any real property and all such other activities incidental or useful to the foregoing.

Prepared By:
Bruce H. Bokor, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0150340
(727) 461-1818

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ARTICLE IV
Place of Business

The principal place of business and mailing address of this Company shall be 121 N. Osceola Avenue, Clearwater, FL 33755, and such other place or places as may be designated by the managers from time to time.

ARTICLE V
Registered Agent and Office

The initial registered agent for this Company shall be JARED D. BROWN, and the address of the registered agent for service of process shall be 121 N. Osceola Avenue, Clearwater, FL 33755.

ARTICLE VI
Capital Contributions

a. Initial Capital. The initial capital of this Company shall consist of the sum of cash of One Hundred Dollars (\$100.00).

b. Additional Capital Contributions. Additional capital contributions, if any, shall be made by the members and at the times as determined by written agreement among the members or in accordance with the Operating Agreement adopted and approved by the members, and may be made in cash or in property.

c. Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act. A member shall be entitled to a return of his capital contribution by consent of all members.

ARTICLE VII
Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Operating Agreement.

ARTICLE VIII
Continuation of Business

The members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

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ARTICLE IX
Management of Business

The Company shall be managed by its members, who shall be entitled to vote in person or by proxy, in accordance with the Operating Agreement adopted by the members, which may contain provisions not inconsistent with the laws of this state or these Articles. Each member shall have a number of votes (including fractions) equal to such member's percentage of capital interest in the Company, with the total number of votes for all members totaling one hundred (100). The name and address of the members are as follows:

<u>Name</u>	<u>Address</u>
JARED D. BROWN	121 N. Osceola Avenue Clearwater, FL 33755
DEBORAH B. ARNOLD	121 N. Osceola Avenue Clearwater, FL 33755
ROBERT G. BROWN	121 N. Osceola Avenue Clearwater, FL 33755
DONNA B. McMULLEN	121 N. Osceola Avenue Clearwater, FL 33755

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ARTICLE X
Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI
Property

- a. Ownership. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.
- b. Title. The title to all property of the Company shall be held in the name of this Company.
- c. Conveyances. The members are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and

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documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the member is signing on its behalf. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

BROWN-19, LLC

By: _____
a Member

No third party need inquire any further than these Articles for authorization as to the form of conveyance on documents for title to real or personal property.

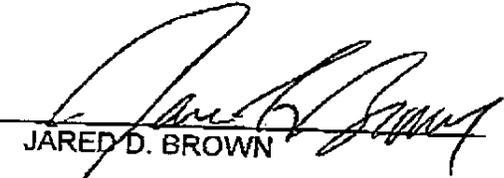
ARTICLE XII
Amendments

These Articles, except with respect to vested rights of the members, may be amended at any time either by a vote by a majority in interest of its members; and such amendments shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XIII
Operating Agreement

The members are hereby authorized and directed to prepare and adopt an Operating Agreement for the governing of the internal affairs of this Company. Such Operating Agreement shall contain such provisions as the members consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement may conflict with the provisions of these Articles, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement shall be set forth in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned organizer of BROWN-19, LLC has executed these Articles of Organization this 19th day of OCTOBER, 1998.


JARED D. BROWN

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STATE OF FLORIDA)
COUNTY OF PINELLAS)

Subscribed and sworn to before me on this 19TH day of OCTOBER, 1998, by JARED D. BROWN, who is personally known to me ~~or who has produced a~~ _____ (type of identification) as identification.


(Signature of Notary Public)

(Print, Type or Stamp Commissioned Name of Notary Public)

Date of Expiration and Number of Commission:



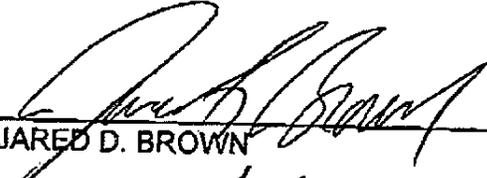
Lana Cahill
MY COMMISSION # CC759215 EXPIRES
November 2, 2002
BONDED TRULI TROY FAIN INSURANCE, INC

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**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 121 N. Osceola Avenue, Clearwater, FL 33755, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.



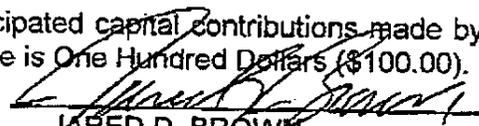
JARED D. BROWN
DATED: 10/19/98

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority personally appeared JARED D. BROWN, a member of BROWN-19, LLC, a Florida limited liability company, who upon being duly sworn, certified as follows:

1. BROWN-19, LLC has four (4) members.
2. The amount of current and anticipated capital contributions made by the members to BROWN-19, LLC, in the aggregate is One Hundred Dollars (\$100.00).


 JARED D. BROWN

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 19th day of OCTOBER, 1998, by JARED D. BROWN, as a member of BROWN-19, LLC, a Florida limited liability company. Said individual is personally known to me; ~~or has produced~~ _____ (type of identification) as identification.


 (Signature of Notary Public)

(Print, Type or Stamp Commissioned Name of Notary Public)

Date of Expiration and Number

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