

L98000003040

23rd. AVENUE,

200002674272--4
-10/28/98--01046--010
*****8.75 *****8.75

L.L.C.

200002674272--4
-10/28/98--01046--008
****250.00 ****250.00

200002674272--4
-10/28/98--01046--009
****35.00 ****35.00

A LIMITED LIABILITY COMPANY
FORMED IN FLORIDA UNDER THE
FLORIDA LIMITED LIABILITY ACT
(FLA. STAT. ANN . Sections 608.401 - 608.514)

Name	10/30/98
Availability	Dec
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	DEC
W. P. Verifier	DEC

FORMED October 27, 1998

FILED
98 DEC - 1 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L98000003040

11 pages

W980000024651

**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

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

SUBJECT: 23rd Avenue, LLC
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.
Please send one check for the total amount made payable to the Florida Department of State.

FROM: 23rd Avenue, LLC
Name (Printed or typed)

3150 23rd Avenue North
Address

St. Petersburg, FL 33713
City, State & Zip

(813) 289-1152
Daytime Telephone number



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 30, 1998

SUSAN R. CAMERON
108 PASS-A-GRILLE WAY
ST PETE BEACH, FL 33706

SUBJECT: 23RD AVENUE, L.L.C.
Ref. Number: W98000024651

We have received your document for 23RD AVENUE, L.L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

The registered agent must sign accepting the designation.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 798A00053219



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1998

SUSAN R. CAMERON
108 PASS-A-GRILLE WAY
ST PETE BEACH, FL 33706

SUBJECT: 23RD AVENUE, L.L.C.
Ref. Number: W98000024651

We have received your document for 23RD AVENUE, L.L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

In my last letter I advised you that we need the principal address and the mailing address. The only address you have listed is the register agent and address. You must use the words principal address and mailing address.

Section 608.407(1)(f), Florida Statutes, requires the articles of organization to set forth the right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company. Reference to the operating agreement/regulations is not sufficient.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 198A00055251

ARTICLES OF ORGANIZATION

OF

23rd. AVENUE, L.L.C.

The undersigned, for the purpose of forming a Limited Liability Company under the "Florida Limited Liability Company Act" (FLA. STAT. ANN. Sections 608.401-608.514), hereinafter referred to as the "Florida Statutes") hereby adopt the following Articles of Organization.

ARTICLE I NAME

The name of the Limited Liability Company is 23rd. Avenue, L.L.C.

ARTICLE II REGISTERED AGENT AND OFFICE

The name of the registered agent and the location and street address of the initial registered office of the Company are:

Registered Agent:	Susan R. Cameron 108 Pass-A-Grille Way St. Pete Beach, FL 33706	Principal Address /Mailing Address Registered Office: 3150 23 rd Ave. N. St. Petersburg, FL 33713
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ARTICLE III DURATION

The term of existence of the Company is to be 40 years from the date of the recording of these Articles unless earlier terminated by agreement of the members or operation of law or continued by the unanimous written consent of the members prior to the expiration of this term.

ARTICLE IV PURPOSE

The object or objects and the purposes for which the Company is organized and the powers which it shall have in furtherance of such objects or purposes are:

- (a) To acquire, own, and lease a warehouse/office building and to provide any ancillary activity or services thereto;

- (b) To engage in any or all lawful business of any kind or character whatsoever for which Limited Liability Companies may be organized pursuant to the Act;
- (c) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect of any lawful undertaking or transaction;
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of real or personal property, or any interest therein in the manner and upon the terms as the members so determine, and to do all things lawful, necessary, and convenient which are incident, necessary, or connected with the business activities mentioned above.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own hold, vote, use employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, limited liability companies, individuals, or direct or indirect obligations of governmental entities or any instrumentality thereof;
- (f) To lend money, invest, and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (g) To do any and all things set out herein and such other things as are incidental or conclusive to the attainment of the objects and purposes of this company, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise either alone or in conjunction with any persons, firm, association, corporation or any entity of any kind, and to do any and all such acts and things and to exercise to the fullest extent any law authorized, permitted, applicable or available, now or hereafter, to this company.

ARTICLE V **INITIAL MEMBERS**

The names, mailing addresses, and ownership percentages of the initial members of the Company are:

Susan R. Cameron	Denis C. Forget
108 Pass-A-Grille Way	12405 3 rd . Street East, 104
St. Pete Beach, FL 33706	Treasure Island FL 33706
50%	50%

ARTICLE VI
MANAGEMENT

The Company shall be managed by the members and those listed above shall serve as the Initial Managers until the first annual Meeting of Members or until their successors are elected and qualified.

ARTICLE VII
ADDITIONAL MEMBERS

Upon unanimous written consent of the members, additional members may be admitted upon compliance with the Operating Agreement of 23rd. Avenue, L.L.C.

ARTICLE VIII
AMENDMENTS

Any Amendments to these Articles shall require unanimous written consent of the members and shall be governed by the requirements set forth in the Operating Agreement of 23rd. Avenue, L.L.C. and Section 608.411 of the Florida Statutes.

ARTICLE IX
DISSOLUTION

Dissolution shall be governed by the requirements set forth in Sections 608.441-608.446 of the Florida Statutes.

ARTICLE X
DISTRIBUTION OF PROFITS

The distribution of profits shall be governed by the Operating Agreement of 23rd. Avenue, L.L.C.

ARTICLE XI
SALARIES OF MEMBERS

The salaries of members shall be governed by the Operating Agreement of 23rd. Avenue, L.L.C.

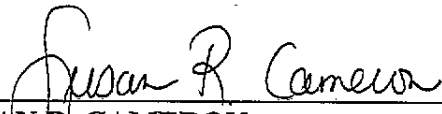
ARTICLE XII
MEETINGS OF MEMBERS

The Meetings of Members shall be governed by the Operating Agreement of 23rd. Avenue, L.L.C.

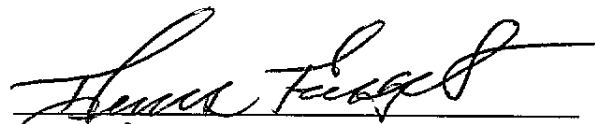
ARTICLE XIII
DUTIES OF MEMBERS

The duties of members shall be governed by the Operating Agreement of 23rd Avenue, L.L.C.

WE, THE UNDERSIGNED, have subscribed our names to this instrument on this the 27th day of October, 1998.



SUSAN R. CAMERON
Member



DENIS L. FORGET
Member

23rd Avenue, LLC
3150 23rd Avenue N
St Petersburg, FL 33713

This instrument was prepared by:
Crosslin, Slaten & O'Connor, P.C.
2400 Presidents Drive, Suite 300
Montgomery, Alabama 36116
(334) 396-8882
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of 23rd Avenue, LLC, deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by members as of formation of 23rd Avenue, LLC is \$10,000. This amount was contributed as an escrow deposit for the purchase of property located at 3150 23rd Avenue, St. Petersburg, Florida.
3. There are no contributions of property other than cash.
4. The amount of cash anticipated to be contributed by the members is detailed on Addendum A (attached following) and includes amounts from 2 and 3 above.

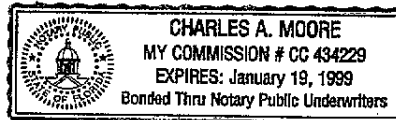
THE AFFIANT SAY NOTHING FURTHER

Dated 10/26/98


Susan Russell Cameron
Member

State of Florida
County of Hillsborough

Sworn to (or affirmed) and subscribed before me this 26th day of October, 1998, by
Susan Russell Cameron.



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TALMADGE, FLORIDA
SECRETARY OF STATE

23rd Avenue, LLC Anticipated Contributions

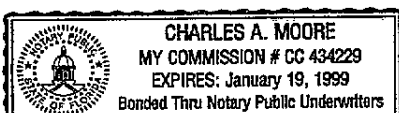
Proceeds from loan	132,000.00
Contributions contributed by members Item 2 on Affidavit	10,000.00
Contributions anticipated to be contributed by members	28,829.75
Total anticipated contributions	<u>170,829.75</u>

Estimated Expenditures Building	165,000.00
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Environmental Study	1,250.00
Loan Fee	610.00
Doc Stamps	462.00
Title Insurance	800.00
Recording Fee	50.00
Attorney Fee	250.00
Intangible Tax	264.00
Survey	350.00
Building Improvements	1,500.00

Incorporation Fees	
Filing Fees	250.00
Designated Registered Agent	35.00
Certificate of Status	8.75
Total anticipated contributions	<u>170,829.75</u>

Charles A. Moore 10/26/98



Frank Runcel
Conley
10/26/98

**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.

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

1. The name of the limited liability company is: 23rd Avenue, L.L.C.

2. The name and address of the registered agent and office is:

Susan Russell Cameron
(NAME)

108 Pass-A-Grille Way
(P. O. Box NOT ACCEPTABLE)

St Pete Beach, FL 33706
(CITY/STATE/ZIP)

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.

Susan Russell Cameron
(SIGNATURE)

10/27/98
(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent