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JOHNSTON & SASSER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

MAILING ADDRESS:

POST OFFICE BOX 997

BROOKSVILLE, FLORIDA 34605-0997

29 SO. BROOKSVILLE AVE.
BROOKSVILLE, FLORIDA
TELEPHONE: (352) 796-5123
FAX: (352) 799-3187

JOSEPH E. JOHNSTON, JR.
DAVID C. SASSER
DARRYL W. JOHNSTON
ROBERT B. BATTISTA

December 14, 1998

4074 COMMERCIAL WAY
SPRING HILL, FLORIDA
TELEPHONE: (352) 688-7490

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

RE: B.R.D. MANAGEMENT COMPANY, L. C.

Gentleman:

Enclosed is the signed original and one signed copy of the Articles of Organization of the above L. C. We have also enclosed a check in the amount of \$337.50 for the following costs:


Filing Fee	\$250.00
Resident Agent Des.	35.00
Certified copy	52.50 (it appears from your on-line fee screen that the charge for this certified copy was not reduced, please advise if otherwise)

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****337.50 ****337.50

Please process this at your earliest opportunity and return the certified copy of the Articles of Organization to this office.

Thank you for your assistance. If you have any questions, please do not hesitate

Sincerely,


Robert B. Battista

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SEC. OF STATE
TALLAHASSEE, FLORIDA

Name to call us.	
Available 12/19/98 dec	
Document Examiner	DCC
Updater	DCC
Updater	DCC
Verify RBB/bsj	DCC
enclosures	
Ackno. to return	
W. P. Verifier	

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W98000028552

JOHNSTON & SASSER, P.A.

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JOSEPH E. JOHNSTON, JR.
DAVID C. SASSER
DARRYL W. JOHNSTON
ROBERT B. BATTISTA

January 7, 1999

OVERNIGHT MAIL

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

RE: B.R.D. MANAGEMENT COMPANY, L. C.

Gentleman:

In accordance with your December 22, 1998 letter and instructions, we have amended the name of the company, have corrected the address information and have prepared an affidavit in compliance with paragraph 4. A copy of your letter is also being returned pursuant to your request.

Please process this at your earliest opportunity and return the certified copy of the Articles of Organization to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,



Robert B. Battista

RBB/bsj
enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 22, 1998

ROBERT B. BATTISTA
JOHNSTON & SASSER, P.A.
P.O. BOX 997
BROOKSVILLE, FL 34605-0997

SUBJECT: B.R.D. MANAGEMENT COMPANY, L.C.
Ref. Number: W98000028552

We have received your document for B.R.D. MANAGEMENT COMPANY, 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 name of the entity cannot include "Company." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

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

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property 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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 298A00059981

ARTICLES OF ORGANIZATION
OF
B.R.D. MANAGEMENT, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be **B.R.D. MANAGEMENT, L.C.**, ("Company"). The principal place of business and mailing address of the Company in Florida shall be 1451 East Jefferson Street, Brooksville, FL 34601.

ARTICLE II

DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than December 31, 2008, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III

PURPOSES AND POWERS

The general purpose for which the Company is organized is to acquire, own, develop and manage commercial real estate and to transact any lawful business for which a limited liability company

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TALLAHASSEE, FLORIDA

may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited company under the laws of the State of Florida.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Alan R. Day, III, 1451 East Jefferson Street, Brooksville, FL 34601.

ARTICLE V

CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
Alan R. Day, III	equal percentage of initial investment
Louise A. Day	equal percentage of initial investment
Alan R. Day	equal percentage of initial investment
William R. Rogers	equal percentage of initial investment
William R. Blucher	equal percentage of initial investment

ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

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TALLAHASSEE, FLORIDA

ARTICLE VII
ADMISSION OF NEW MEMBERS (TRANSFERABILITY
OF INTERESTS)

No additional members shall be admitted to the Company with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VIII
TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members.

ARTICLE IX
MANAGEMENT (MANAGEMENT BY MEMBERS)

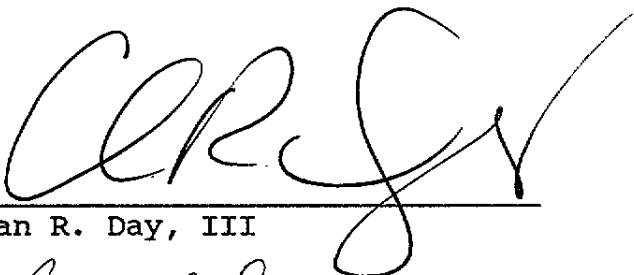
The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain

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TALLAHASSEE, FLORIDA

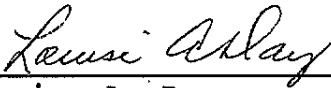
any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Alan R. Day, III	27102 Rochelle Road, Brooksville, FL 34602
Louise A. Day	P. O. Box 175, Brooksville, FL 34605
Alan R. Day	P. O. Box 573, Brooksville, FL 34605
William R. Rogers	8720 Pawnee Avenue, Tampa, FL 33617
William R. Blucher	1529 Oakhurst Drive, Brooksville, FL 34601

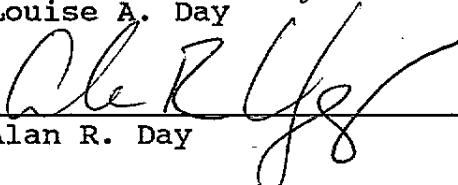
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Brooksville, Florida, for the foregoing uses and purposes this 7th day of January, ~~1998~~ ¹⁹⁹⁹.



Alan R. Day, III




Louise A. Day



Alan R. Day



William R. Rogers

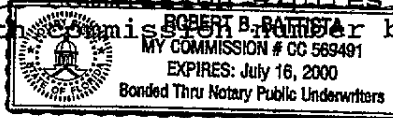


William R. Blucher

STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 7th day of January, 1999, by Alan R. Day, III, who is personally known to me or who has produced _____ as identification and who did take an oath.

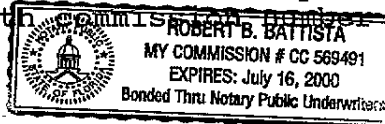
Robert B. Battista
Notary Public
(Stamp, type or print name and
date commission expires along
with commission number below)



STATE OF FLORIDA
COUNTY OF HERNANDO

✓ The foregoing instrument was acknowledged before me this 7 day of January, 1999, by Louise A. Day, who is personally known to me or who has produced _____ as identification and who did take an oath.

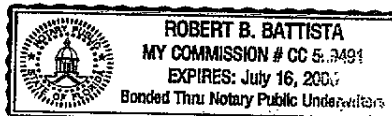
Robert B. Battista
Notary Public
(Stamp, type or print name and
date commission expires along
with commission number below)



STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 7th day of January, 1999, by Alan R. Day, who is personally known to me or who has produced _____ as identification and who did take an oath.

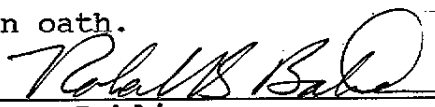
Robert B. Battista
Notary Public
(Stamp, type or print name and
date commission expires along
with commission number below)

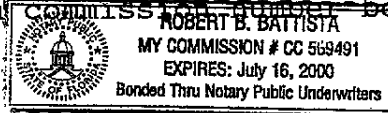


STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 7th day of January, 1999, by William R. Rogers, who is personally known to me or who has produced _____ as

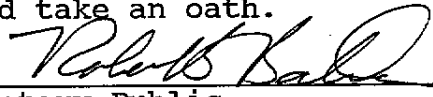
identification and who did take an oath.

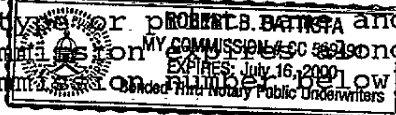

Notary Public
(Stamp, type or print name and
date commission expires along
with commission number below)



STATE OF FLORIDA
COUNTY OF HERNANDO

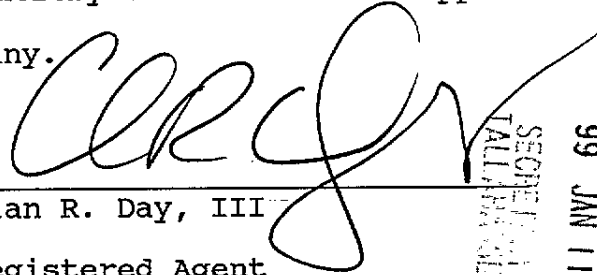
The foregoing instrument was acknowledged before me this 7th day of January, 1999, by William R. Blucher, who is personally known to me or who has produced as identification and who did take an oath.


Notary Public
(Stamp, type or print name and
date commission expires along
with commission number below)



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of B.R.D. MANAGEMENT, L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.


Alan R. Day, III
Registered Agent

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

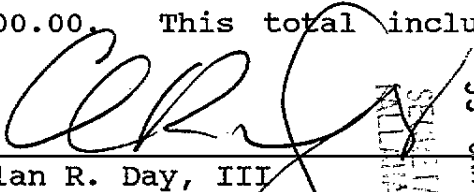
The undersigned member or authorized representative of a member of B.R.D. MANAGEMENT, L.C. deposes and says:

1. The above named limited liability company has at least one member.

2. The total amount of cash contributed by the member(s) is \$118,000.00.

3. There is no property property other than cash to be contributed by member(s).

4. The total amount of cash or property anticipated to be contributed by member(s) is \$118,000.00. This total includes amounts from 2 and 3 above.



Alan R. Day, III
Signature of member or
authorized representative
member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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