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January 7, 1999

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****285.00 ****285.00

VIA FEDEX

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: TST Brandon Management, L.L.C.

Dear Sir/Madam:

Please find enclosed the following documents to be filed in the appropriate manner:

1. Original plus one copy of Articles of Organization of TST Brandon Management, L.L.C.;
2. Original plus one copy of Affidavit of Membership and Contributions of TST Brandon Management, L.L.C.;
3. Original plus one copy of Certificate of Designation of Registered Agent/Registered Office;
4. Our firm's check in the amount of \$285.00; and
5. Fedex return envelope.

Please file this limited liability company in the appropriate manner and return a stamped copy with your Letter of Acknowledgment in the return Fedex envelope. We would also appreciate your calling Joey D. Duke or Michael J. Brandt at 205-870-0555 immediately should you encounter any delays in processing this instrument.

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DIVISION OF CORPORATIONS

Registration Section

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We appreciate your prompt assistance in this matter since we are under a time sensitive deadline.

Sincerely,



Sherri W. Jones

Legal Assistant to Joey D. Duke

JDD/swj

Enclosures

cc: Joey D. Duke, Esq.
Michael J. Brandt, Esq.

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ARTICLES OF ORGANIZATION
OF
TST BRANDON MANAGEMENT, L.L.C.

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OF
TST BRANDON MANAGEMENT, L.L.C.

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1. The name of the limited liability company is TST Brandon Management, L.L.C.

2. The period of its duration is fifty (50) years; provided, that the limited liability company shall cease to exist upon dissolution of the limited liability company in accordance with the Florida Limited Liability Company Act, or the Operating Agreement of the limited liability company.

3. The purpose for which the limited liability company is organized is:

a. *Special Purpose.* To acquire, own, sell, exchange, mortgage, lease, operate, develop, manage or otherwise deal with real property or any interest therein;

b. *General.* To engage in the transaction of any lawful business permitted under the laws of the State of Florida;

c. *Borrower Money.* To borrow money and to evidence the same by notes or other evidences of indebtedness and to secure the same by mortgage, deed of trust, pledge or other lien or security interest in furtherance of any or all of the purposes of the limited liability company;

d. *Make Contracts.* To enter into, perform and carry out contracts and agreements necessary, appropriate or incidental to the accomplishment of the purposes of the limited liability company; and

e. *Miscellaneous.* To do any other acts and things which may be necessary, appropriate or incidental to the carrying out of the business and purposes of the limited liability company, subject to the terms and conditions of these Articles of Organization.

4. The location and mailing address of the initial registered office of the limited liability company are 1200 South Pine Island Road, Plantation, Florida, 33324, and the name of its initial registered agent at such address is CT Corporation System.

5. The location and mailing address of the principal office of the limited liability company are 800 Shades Creek Parkway, Suite 585, Birmingham, Alabama 35209.

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6. The name and address of the initial member of the limited liability company is as follows:

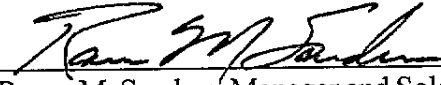
<u>Name</u>	<u>Mailing Address</u>
Rance M. Sanders	800 Shades Creek Parkway, Suite 585 Birmingham, Alabama 35209

7. Management of the limited liability company shall be vested in the manager, Rance M. Sanders, whose address is 800 Shades Creek Parkway, Suite 585, Birmingham, Alabama 35209, who shall serve as manager until his successor is selected and qualified.

8. The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of the members of the limited liability company.

9. Upon occurrence of an event of dissociation of a member in the limited liability company, the remaining members of the limited liability company, if any, shall have the right to continue the business of the limited liability company; provided, that (i) there is at least one remaining member, and (ii) the legal existence of the limited liability company is continued by the unanimous written consent of all remaining members within 90 days after the occurrence of the event of dissociation.

The undersigned, acting as the duly authorized person of the limited liability company named herein, executes these Articles of Organization this 6th day of January, 1999.


Rance M. Sanders, Manager and Sole Member
of TST Brandon Management, L.L.C.

This instrument was prepared by:

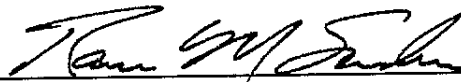
J. D. Duke, Esq.
Wallace, Jordan, Ratliff & Brandt, L.L.C.
800 Shades Creek Parkway, Suite 400
Birmingham, Alabama 35209

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF TST BRANDON MANAGEMENT, L.L.C.**

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The undersigned member or authorized representative of a member of TST Brandon Management, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member is \$1,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 ;
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by the member(s) is \$ 1,000.00. This total included amounts for 2 and 3 above.



Rance M. Sanders, sole member of
TST Brandon Management, L.L.C.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$250.00 for Articles and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the limited liability company is: TST Brandon Management, L.L.C.
2. The name and the Florida street address of the registered agent are:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

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.

CT CORPORATION SYSTEM

Dale W. Morris

By: Dale W. Morris
Its: Asst. Vice President

Filing Fee: \$35 for Designation of Registered Agent