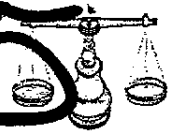


# L99000000425



William R. Dickey  
Attorney at Law  
2310 West Bay Drive  
Tampa Florida 33770  
813 - 581 - 9421

00189-0130-00624-01127-00671-00671  
Jan. 4, 1997 W99-1702

State of Florida  
Secretary of State  
Corporation Division  
Tallahassee, FL 32304

800002736698--0  
-01/11/99--01101--018  
\*\*\*132.00 \*\*\*132.00

Re: LAND LOVERS OF ST.PETERSBURG, FL, L.L.C.

Dear Sirs:

Please find enclosed the original of the Original/copy of the Articles of ORGANIZATION to be filed for the above-named corporation. In addition I have enclosed my check payable to the Secretary of State in the amount of \$132.00 for the filing fee.

Thank you for your cooperation and attention with this matter.

Yours very truly,

*W.R.D.*  
William R. Dickey, Esq. WRD/dh  
Enclosures

*Effective 1/10/99*

800002736698--0  
-01/26/99--01090--001  
\*\*\*159.00 \*\*\*159.00

Stere Caudell GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Members (add Barry Friedman)  
DATE 1/26/99  
DOC. EXAM MTH

Name	
Availability	
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	
W. P. Verifier	

99 JAN 15 PM 1:35  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 25, 1999

WILLIAM R. DICKEY, ESQ.  
2310 WEST BAY DRIVE  
LARGO, FL 33770

SUBJECT: LAND LOVERS OF ST. PETERSBURG, FL, L.L.C.  
Ref. Number: W99000001702

We have received your document for LAND LOVERS OF ST. PETERSBURG, FL, L.L.C. and your check(s) totaling \$132.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

There is a balance due of \$153.00.

The document must have original signatures.

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 099A00003122

**ARTICLES OF ORGANIZATION**  
**OF**  
**LAND LOVERS OF ST. PETERSBURG, L.L.C.**  
**a Florida Limited Liability Company**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 15 PM 1:35

**ARTICLE I**  
**NAME**

The name of this Limited Liability Company is LAND LOVERS OF ST. PETERSBURG, L.L.C. (the "Company").

**ARTICLE II**  
**PURPOSE**

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE III**  
**ADDRESS**

The mailing and street address of the Company's principal place of business is 2438 9TH ST. NORTH, ST. PETERSBURG, FLORIDA 33716.

**ARTICLE IV**  
**DURATION**

The Company's existence shall commence on the 10th day of January, 1999 and shall continue until dissolved or until the occurrence of any one of the following events: the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the Company or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the existence and business of the Company is continued by consent of all remaining members.

## ARTICLE V MANAGEMENT

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

## ARTICLE VI MEMBERS

The names and addresses of the initial members are as follows:

STEVE CAUDELL  
11601 4TH ST. NORTH  
ST. PETERSBURG, FL 33716

BARRY FRIEDMAN  
132 20TH AVENUE NORTH  
ST. PETERSBURG, FL 33704

JENNIFER FRIEDMAN  
132 20TH AVE. NORTH  
ST. PETERSBURG, FL 33704

## ARTICLE VII ADMISSION OF NEW MEMBERS

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

## ARTICLE VIII CAPITAL CONTRIBUTIONS, PROFIT/LOSS ALLOCATION AND MEMBER VOTING

A. Initial Contributions. The total amount of cash or property to be initially contributed by each of the initial members of the of the Company is as follows:

<u>Name</u>	<u>Amount</u>	<u>Percentage</u>
STEVE CAUDELL	\$1,000.00	10%
JENNIFER FRIEDMAN	\$9,000.00	90%

B. Profit/Loss Allocation. The profits and losses of the Company shall be allocated among the members in accordance with the Regulations of the Company.

C. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

D. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

## **ARTICLE IX ADOPTION OF REGULATIONS**

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

## **ARTICLE X AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles may be amended at any time by a resolution adopted by a unanimous vote of the members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

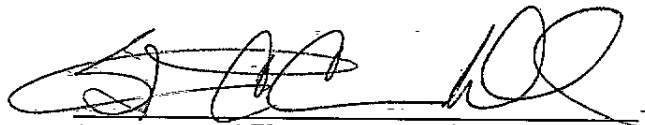
## **ARTICLE XI INITIAL ADDRESS OF REGISTERED OFFICE AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of this limited liability company in the State of Florida is 2310 WEST BAY DRIVE, LARGO, FL 33770, Pinellas County, Florida. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as WILLIAM DICKEY, Esquire. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

**THESE ARTICLES OF ORGANIZATION** have been executed by the undersigned member or authorized representative of the member this 5 day of Jan., 1999.

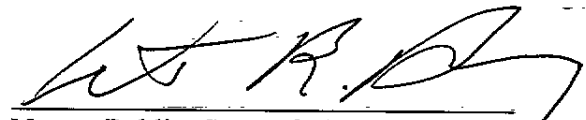
:

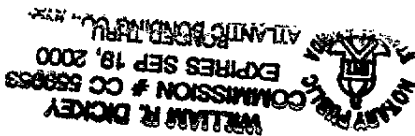
  
STEVE CAUDELL

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 5 day of Jan., 1999, by STEVE CAUDELL, who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

  
Notary Public, State of Florida  
My Commission Expires:




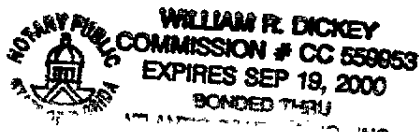
  
JENNIFER FRIEDMAN

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 5 day of Jan., 1999, personally appeared JENNIFER FRIEDMAN, who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

  
Notary Public, State of Florida  
My Commission Expires:



## ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes and Article XI of these Articles of Organization, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

WILLIAM DICKEY, Esquire  
2310 WEST BAY DRIVE  
LARGO, FL 33770

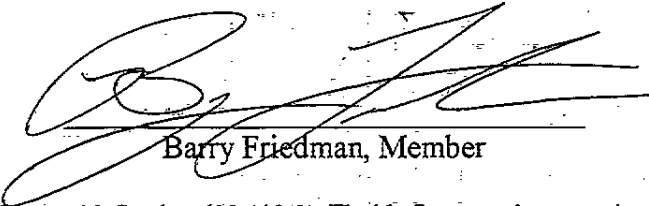
The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

  
WILLIAM DICKEY, ESQUIRE (SEAL)

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of LAND LOVERS OF ST. PETERSBURG, L.L.C. deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the members is \$30,000.00.
- 3) The agreed value of the property other than cash contributed by members is \$0. A description of the property, if any, is attached and made a part hereto.
- 4) The amount of cash or property anticipated to be contributed by members is \$0.
- 5) The total amounts of 2, 3 and 4 is \$30,000.00.



Barry Friedman, Member

(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.)