

L99000000579

FILING COVER SHEET

REFERENCE: 0163.5381
DATE: 2-2-99
CONTACT: CINDY HICKS
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
TELEPHONE: 222-1173
SUBJECT: Eckerd / FT. PIERCE ASSOCIATES, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -2 AM 11:02

STATE FEES PREPAID WITH CHECK # 631 / 4226 FOR \$ 293.75

300002761603--3
-02/02/99--01042--018
*****285.00 *****285.00

PLEASE FILE:

() ARTICLES OF INC. () AMENDMENT () DISSOLUTION
() ANNUAL REPORT () MERGER () WITHDRAWAL
() QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
() FICTITIOUS NAME (X) LIMITED LIABILITY () REINSTATEMENT
() TRADEMARK/SERVICE () UCC-1 UCC-3

PROVIDE US WITH:

() CERTIFIED COPY (X) CERTIFICATE OF STATUS (X) STAMPED COPY

Examiner's Initials

Name Availability	2-2
Document Examine	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

RECEIVED
99 FEB -2 AM 10:00
LEGAL COUNCIL OF FLORIDA
TALLAHASSEE, FLORIDA

300002761603--3
-02/02/99--01042--019
*****8.75 *****8.75

**ARTICLES OF ORGANIZATION
OF
ECKERD/FT. PIERCE ASSOCIATES, L.L.C.**

FILED
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DIVISION OF CORPORATIONS
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1. Name. The name of this limited liability company is ECKERD/FT. PIERCE ASSOCIATES, L.L.C. (the "Company"), and the Company shall be formed as a limited liability company under the laws of the State of Florida.

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of fifty (50) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Business. The mailing and street address of the Company's principal office in the State of Florida is 405 N. Reo Street, Suite 160, Tampa, Florida 33609.

5. Registered Agent and Office. The name of the initial registered agent of the Company is H. Michael Heise. The street address of the initial registered agent of the Company is 3904 Ryalwood Court, Valrico, Florida 33594.

6. Additional Members. Additional members to the Company may be admitted, but only upon the consent of all of the members of the Company at the time admission is sought.

7. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

8. Management of the Company. The Company shall be managed by its members in accordance with the Company's Regulations and Operating Agreement. However, the members shall designate a managing member, which managing member shall have the powers and authority stated in the Regulations and Operating Agreement. The name and address of the initial managing member of the Company are as follows:

Alliance Development Corporation 405 N. Reo Street
Suite 160
Tampa, Florida 33609

9. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Regulations and Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company in accordance with the terms thereof.

10. Transfer of Interest. No member shall have the right to transfer any interest in the Company except in accordance with the terms of the Company's Regulations and Operating Agreement.

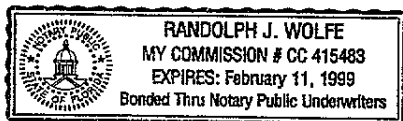
The undersigned executed these Articles of Organization effective as of the 1st day of FEBRUARY, 1999.

ALLIANCE DEVELOPMENT CORPORATION, a
Florida corporation, Managing Member

By: H. Michael Heise
H. Michael Heise, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1st day of February, 1999, by H. Michael Heise, as President of Alliance Development Corporation, a Florida corporation which is the managing member of ECKERD/FT. PIERCE ASSOCIATES, L.L.C., a Florida limited liability company, who is personally known to me ~~or who has produced~~ as identification.



Randolph J. Wolfe
NOTARY PUBLIC
Name: Randolph J. Wolfe
Serial #: CC 415483
My Commission Expires: 2/11/99

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

H. Michael Heise
H. Michael Heise, Registered Agent

Dated: 2/1, 1999

AFFIDAVIT OF LIMITED LIABILITY COMPANY
PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)

I, H. Michael Heise, as President of Alliance Development Corporation, a Florida corporation, constituting one of the initial members of ECKERD/FT. PIERCE ASSOCIATES, L.L.C., a Florida limited liability company, hereinafter referred to as the "Company", who, upon being sworn, certify as follows:

1. The Company has at least one (1) member.
2. The members of the Company have contributed a total of \$10.00 of cash to the Company.
3. No property other than the cash identified in numbers 2 and 4 hereof will be contributed.
4. It is anticipated that \$250,000.00 of additional cash will be contributed in the future by the members of the Company. This results in a total of \$250, 010.00 in cash contributed to the Company and no property.

Executed this 1ST day of FEBRUARY, 1999.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief. (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.)

ALLIANCE DEVELOPMENT CORPORATION, a
Florida corporation, Managing Member

By: H. Michael Heise
H. Michael Heise, President

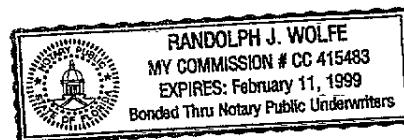
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STATE OF FLORIDA
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Randolph J. Wolfe
NOTARY PUBLIC
Name: Randolph J. Wolfe
Serial #: CC 415483
My Commission Expires: 2/11/99

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