

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Old Florida Properties,  
L.C.

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Art of Inc. File  
LTD Partnership File  
Foreign Corp. File  
✓ L.C. File  
Fictitious Name File  
Trade/Service Mark  
Merger File  
Art. of Amend. File  
RA Resignation  
Dissolution / Withdrawal  
Annual Report / Reinstatement  
Cert. Copy  
✓ Photo Copy  
Certificate of Good Standing  
Certificate of Status  
Certificate of Fictitious Name  
Corp Record Search  
Officer Search  
Fictitious Search  
Fictitious Owner Search  
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Driving Record  
UCC 1 or 3 File  
UCC 11 Search  
UCC 11 Retrieval  
Courier

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ARTICLES OF ORGANIZATION  
FOR  
OLD FLORIDA PROPERTIES, L.C.

The undersigned, acting as the organizing Member of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as Amended (the "Act"), hereby forms a Florida Limited Liability Company (the "Company") pursuant to the Act, and hereby sets forth the following Articles of Organization (the "Articles"):

ARTICLE I

Name

The Name of the Company is Old Florida Properties, L.C.

ARTICLE II

Commencement Date and Duration

The Company's existence shall commence on the date these Articles are filed with the Florida Department of State, and shall continue for a period of fifty (50) years from the commencement date unless sooner dissolved in accordance with Section 608.441 of the Act.

ARTICLE III

Purpose

The Company is created to acquire, hold, manage, operate, improve, develop, lease, sell, dispose of, mortgage or otherwise encumber, and otherwise deal with the real property described in

Exhibit "A" attached hereto, together with the improvements thereon, now existing or hereafter constructed, and all personal property associated therewith, and to engage in any other lawful activity.

#### ARTICLE IV

##### Principal Office

The mailing address and the street address of the principal office of the Company shall be R. Jay Taylor, 932 5<sup>th</sup> Avenue West, Palmetto, Florida 34221.

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#### ARTICLE V

##### Registered Agent and Office

The initial registered agent for the Company shall be G. Joseph Harrison, and the address of the registered agent for service of process shall be 1206 Manatee Avenue West, Bradenton, Manatee County, Florida 34205.

#### ARTICLE VI

##### Management of Business

The Company is to be managed by a manager or managers R. Jay Taylor, 932 5<sup>th</sup> Avenue West, Palmetto, Florida 34221, will serve as the initial manager of the Company until the first annual meeting of the Members or until his successor is elected and qualified. The managers of the Company will be elected annually by the Members. The Members may increase and decrease the number of managers from time to time; provided, however, there shall

never be more than three (3) managers or less than one (1) manager. The managers shall be Members or Affiliates of Members.

#### ARTICLE VII

##### Admission of Additional Members

Additional Members may be admitted only by the vote of the Members holding a majority of the Units, upon terms and conditions established by the Members from time to time in their sole discretion.

#### ARTICLE VIII

##### Continuation of Business

The remaining Members shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of a Member of the Company, all as more fully set forth in the Regulations.

#### ARTICLE IX

##### Powers

The Company shall have all of the powers and authority set forth in Section 608.404 of the Act.

#### ARTICLE X

##### Property

(a) Ownership. All property originally paid or transferred to the Company as contributions to capital by the Members, or subsequently acquired by purchase or otherwise on account of the Company, shall be the property of the Company.

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(b) Title. The title to all property of the Company shall be held in the name of the Company.

(c) Conveyances. The Managers are hereby authorized to convey and encumber title to all real and personal property of the Company by the execution on behalf of the Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents, and all other certificates, instruments, and documents as are necessary, reasonable, or desirable to convey or encumber title to any real or personal property of the Company. Such execution shall be made by any manager duly authorized to act for the Company. The signature and execution of such documents shall clearly set forth that the execution is on behalf of the Company, and that the manager is signing on behalf of the Company.

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## ARTICLE XI

### Amendments

These Articles may be amended or restated at any time by a vote of the Members holding a majority of the Units, and such amendment or restatement shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

## ARTICLE XII

### Regulations

Regulations shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as may

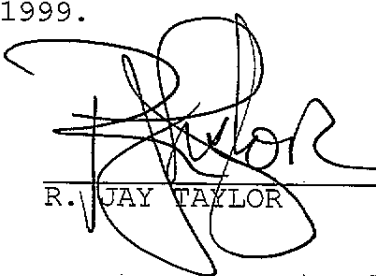
be necessary, reasonable, or desirable, except that no provision of such Regulations may conflict with the provisions of these Articles unless permitted herein. The power to adopt, alter, amend, or repeal the Regulations shall be set forth in the Regulations.

ARTICLE XIII

Contracting Debts

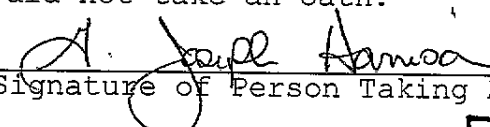
No debt shall be contracted nor liability incurred by or on behalf of the Company except by its managers, and no Member is authorized or empowered to contract debts or incur liabilities on behalf of the Company unless such Member is also a manager.

IN WITNESS WHEREOF, the undersigned organizer of Old Florida Properties, L.C., has executed these Articles of Organization this 8 day of Feb, 1999.

  
R. JAY TAYLOR

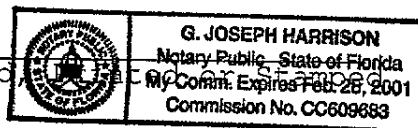
STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 8 day of Feb, 1999 by R. Jay Taylor, who is personally known to me and did not take an oath.

  
Signature of Person Taking Acknowledgment

Name of Acknowledger Typed

My commission expires:



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CERTIFICATE OF DESIGNATION  
AND ACCEPTANCE OF REGISTERED AGENT  
FOR OLD FLORIDA PROPERTIES, L.C.

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated herein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.

A. Joseph Harrison  
G. JOSEPH HARRISON

DATED: Feb 8, 1999

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

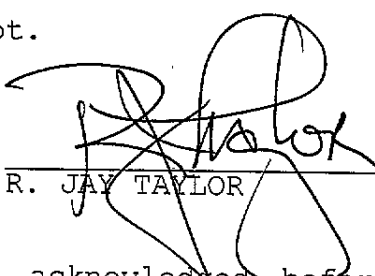
STATE OF FLORIDA

COUNTY OF MANATEE

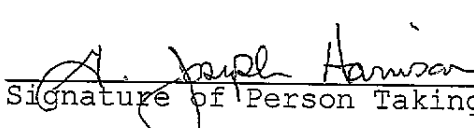
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BEFORE ME, the undersigned authority, personally appeared R. Jay Taylor, who, being first duly sworn, deposes and says that

1. Affiant is a Manager of Old Florida Properties, L.C., and has personal knowledge of the matters set forth herein.
2. Affiant is a Member of Old Florida Properties, L.C., a Florida Limited Liability Company.
3. Old Florida Properties, L.C., has at least two (2) Members.
4. The amount of current and anticipated capital contributions to the Company made or to be made by the Members is \$ 400,000.00, all of which shall be made in cash.
5. Further Affiant sayeth not.

  
R. JAY TAYLOR

The foregoing instrument was acknowledged before me this 8 day of Feb, 1999 by R. Jay Taylor who is personally known to me and who did take an oath.

  
Signature of Person Taking Acknowledgment

Name of Acknowledger Type

My commission expires:

