



Florida Realty

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Clearwater, Florida 34624

P.O. Box 6600
Clearwater, Florida 34618

(813) 538-5468, Extension 226
Fax (813) 538-5371

L99000000844

RICHARD W. COPE
Chairman & Chief Executive Officer

February 4, 1999

Secretary of State
Florida Filings Fees
409 East Gaines Street
Tallahassee, Florida 32399

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*****337.50 *****337.50

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Attn: Cathy A. Mitchell

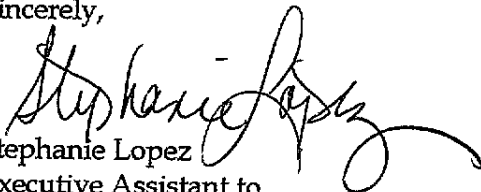
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As per our conversation, enclosed please find the amended and restated Articles of Organization for 530 Fifth Avenue, LLC. Also enclosed for your reference is a copy of your letter dated January 21st.
CM

There are no checks enclosed with this request as you still have the ones that were sent with our previous letter.

I am terribly sorry for the mix up. I am enclosing an overnight envelope so that you may return the copy of records for our files.

Thank you for your prompt attention.

Sincerely,


Stephanie Lopez
Executive Assistant to
Richard W. Cope





FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 21, 1999

RICHARD W. COPE
THE PRUDENTIAL
P.O. BOX 6600
CLEARWATER, FL 34618

SUBJECT: FIFTH AVENUE, LLC
Ref. Number: W99000001550

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We have received your document for FIFTH AVENUE, LLC 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 designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount 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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 799A00002852

**ARTICLES OF ORGANIZATION
OF 530 FIFTH AVENUE, LLC,
A LIMITED LIABILITY COMPANY**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is 530 FIFTH AVENUE, LLC, a Limited Liability Company (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall terminate on December 31, 2019, unless otherwise extended or terminated by an amendment to these Articles of Organization.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office is as follows: 19353 U.S. Highway 19 North, Suite 100, Clearwater, Florida 33764. The name and address of the Company's initial registered agent in the State of Florida is as follows: Jill Fisher Powers, 19353 U.S. Highway 19 North, Suite 100, Clearwater, Florida 33764. (Mailing address of principal is the same of principal office)

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL
MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the unanimous approval of all the remaining members entitled to vote.

**ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;

(c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event a majority in interest of all of the remaining members agree in writing to continue the business of the Company.

**ARTICLE VI
MANAGEMENT**

The Company will be initially managed by one (1) manager in accordance with

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**ARTICLE VI
MANAGEMENT**

The Company will be initially managed by one (1) manager in accordance with the Company's regulations. The name and business address of the initial manager who shall serve until the first annual meeting of members or until its successor is elected and qualified is:

NAME

ADDRESS

Richard W. Cope, Trustee of
Richard W. Cope Administrative
Trust, amended and restated as
of May 4, 1995

19353 U.S. Highway 19 North, Suite 100
Clearwater, Florida 33764

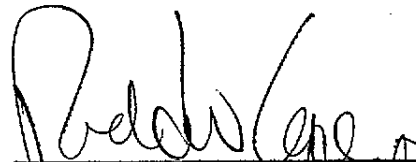
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**ARTICLE VII
PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, the following member has executed these Articles of Incorporation on this 5 day of February, 1999.

Dated 2-5-99


Richard W. Cope, Trustee of Richard W.
Cope Administrative Trust, amended
and restated as of May 4, 1995

STATE OF FLORIDA)
COUNTY OF PINELLAS)

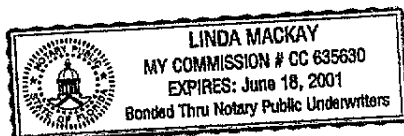
Before me personally appeared Richard W. Cope, as trustee of Richard W. Cope Administrative Trust amended and restated as of May 4, 1995, who is known to me to be the person who executed the foregoing articles of organization, managing member for **530 FIFTH AVENUE, LLC**, a Florida limited liability company.

In witness whereof, I have hereunto set my hand and seal on this 5th day of February, 1999.

(SEAL)


Notary Public, State of Florida at Large

My Commission Expires:



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


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

1. The name of the limited liability company is: **530 FIFTH AVENUE, LLC**, a Florida limited liability company.
2. The name and address of the registered agent and office is:

Jill Fisher Powers
19353 U.S. Highway 19 North, Suite 100
Clearwater, Florida 33764

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.

Dated this 4th day of February, 1999.



Jill Fisher Powers

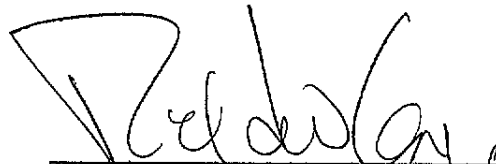
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, Richard W. Cope, the Initial Manager and representative of the members of **530 FIFTH AVENUE, LLC**, a Florida limited liability company, after being sworn, deposes and says as follows:

- 1) the above named limited liability company has one (1) member; and
- 2) the total amount of cash capital contributed by the member is \$500.00.
the agreed value of property other than cash is \$-0-
- 3) the total amount of cash or property anticipated to be contributed by member is \$0.

Dated this 5th day of February, 1999.


Richard W. Cope, Trustee of Richard W.
Cope Administrative Trust, amended
and restated as of May 4, 1995

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STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me personally appeared Richard W. Cope, as trustee of Richard W. Cope Administrative Trust amended and restated as of May 4, 1995, who is known to me to be the person who executed the foregoing Affidavit of Membership and Contributions as managing member for **530 FIFTH AVENUE, LLC**, a Florida limited liability company.

In witness whereof, I have hereunto set my hand and seal on this 5th day of February, 1999.

(SEAL)

My Commission Expires:




Notary Public