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Palm Harbor Development Holding

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DIVISION OF CORPORATIONS
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<input type="checkbox"/>	Amendment
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 18, 1999

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: PALM HARBOR DEVELOPMENT HOLDING, L.L.C.
Ref. Number: W99000004168

NEED TODAY

OK
We have received your document for PALM HARBOR DEVELOPMENT HOLDING, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6917.

Gretchen Harvey
Corporate Specialist Supervisor

Letter Number: 699A00007435

ATTN:

RECEIVED

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**ARTICLES OF ORGANIZATION
OF
PALM HARBOR DEVELOPMENT HOLDING, L.L.C.**

The undersigned, as an authorized representative of a member of the Company, pursuant to Chapter 608, Florida Statutes, files the following Articles of Organization establishing a Florida limited liability company named Pam Harbor Development Holding, L.L.C..

ARTICLE I

Name

The name of this limited liability company shall be Palm Harbor Development Holding, L.L.C. (the "Company").

ARTICLE II

Duration

The period of duration for the Company shall be perpetual.

ARTICLE III

Initial Principal Office

The initial mailing address and the initial street address of the principal office of the Company is 234 East Davis Boulevard, Tampa, Florida 33606.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this Company is 234 E. Davis Boulevard, Tampa, Florida 33606, and the name of the initial registered agent of the Company at that address is John Burnett, Esq.

ARTICLE V

Right to Admit Additional Members

The members may admit additional members pursuant to 75% vote of the managing members and the additional terms of the Operating Agreement and/or Regulations of the Company.

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ARTICLE VI

Right of Continuation

Upon the death, requirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the Company.

ARTICLE VII

Company Management

The Company is to be managed by one or more managers as provided in the Regulations and/or Operating Agreement of the Company. Initially, the Company shall have one manager and the initial manager shall be Anthony Trimarco whose address is 1325 Bay Harbor Dr, 3-204 and who shall serve as the manager until the first annual meeting or until his/her successor is elected and qualified.
Plant Harbor, FL 34685

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization this 10th day of February, 1999.

Anthony Trimarco

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CONSENT TO APPOINTMENT AND ACCEPTANCE BY REGISTERED AGENT

The undersigned, John Burnett, having been named registered agent and to accept service of process of Palm Harbor Development Holding, L.L.C., at 234 E. Davis Boulevard, Tampa, Florida 33606, hereby accepts the appointment as registered agent and agrees to act in this a capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with, and accepts the obligations of registered agent.

DATED: February 10, 1999


John Burnett

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AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The undersigned Affiant, Anthony Trimarco, appeared before me today and either made the following statements under oath or affirmed them under penalty of perjury:

1. I am an adult, competent to testify as a witness, and make these statements on my own personal knowledge.
2. That I am the authorized representative of the initial managing member of Palm Harbor Development Limited Liability Company, a Florida limited liability company (the "Company").
3. That the Company initially has four (4) members.
4. That the amount of the cash contributed by the initial members and the amount anticipated to be contributed by the initial members is as follows:

Amount of cash contributed to date: \$ 75,000.00

Value of any non-cash property: \$250,000.00 for the real estate legally described on Exhibit "A"

Cash and Property anticipated to be contributed: \$ 15,000.00

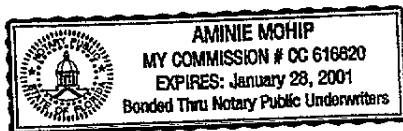
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5. That this Affidavit is given to specifically and satisfactorily meet the requirements of §608.407(2), Fla. Stat. (1997).

Anthony Trimarco
ANTHONY TRIMARCO

SWORN TO and SUBSCRIBED before me this 16th day of February, 1999, by Anthony Trimarco, as the authorized representative of the managing member of Palm Harbor Development Limited Liability Company, a Florida limited liability company, on behalf of the Company. He is personally known to me.

My Commission Expires:



Aminie Mohip
AMINIE MOHIP

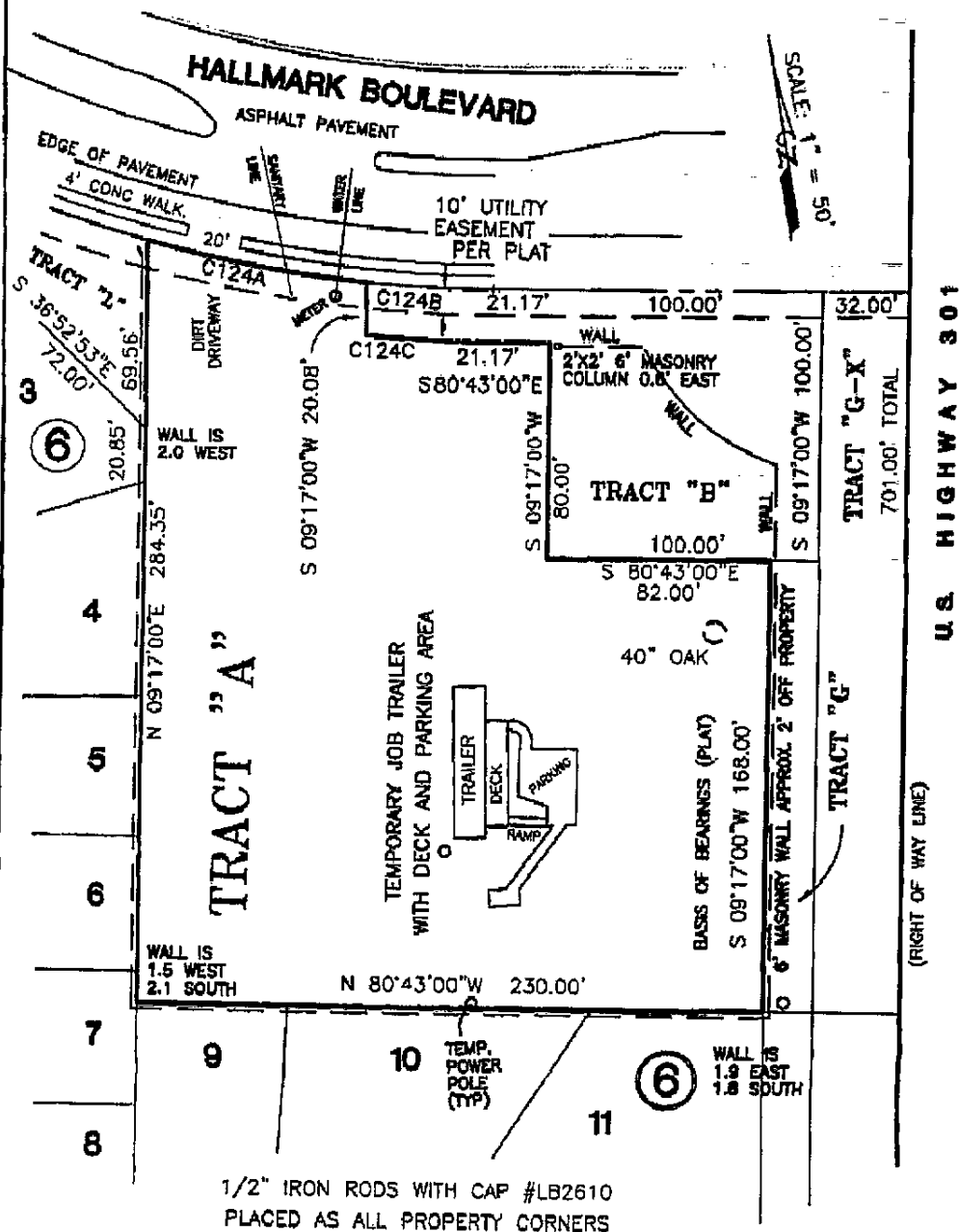
Printed Name
Notary Public-State of Florida

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SKETCH OF TRACT "A"
BOUNDARY SURVEY

LEGAL DESCRIPTION:

TRACT "A", SOUTH POINTE, PHASE 1A - 1B,
AS RECORDED IN PLAT BOOK 83, PAGE 36 OF THE
PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.



SURVEYOR'S NOTES:

NO INSTRUMENTS OF RECORD REFLECTING EASEMENTS,
RIGHTS-OF-WAY, AND/OR OWNERSHIP WERE FURNISHED
TO OR PURSUED BY THE UNDERSIGNED.

NOT VALID WITHOUT THE SIGNATURE AND THE ORIGINAL RAISED
SEAL OF A FLORIDA LICENSED SURVEYOR AND MAPPER.

TYPE OF SURVEY: BOUNDARY SURVEY

BASIS OF BEARINGS: (SHOWN)

SCALE: 1" = 50'

JOB NUMBER: 8108-014-000
FILE NAME: S_PT_A.DWG

Bill Hyatt
BILL HYATT
FLORIDA P.L.S. #4898
SURVEYOR AND MAPPER

12/09/98

DATE

SHEET 1 OF 1

CERTIFICATE OF AUTHORIZATION
NUMBER L.B. 8610

KEA

King Engineering Associates, Inc.

4821 Memorial Highway
One Memorial Center, Suite 300
Tampa, Florida 33634
(813)840-8881 FAX(813)880-8882

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TONY TRIMARCO

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