

RONALD WITKOWSKI, P.A.
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L99000001341

OF COUNSEL
NINA CHASE-PASKIN*
ROBERTA L. FENNER
*ADMITTED FL, NJ, PA

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March 4, 1999

Department of State
Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, FL 32399

SEND BY FEDERAL EXPRESS

Re: Bayshore Professional Centre, L.C.

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Organization for Bayshore Professional Centre, L.C.. Also enclosed is our check in the amount of \$346.25. Please forward the certified copy and the certificate of status to the undersigned.

If you have any questions or problems, please let me know.

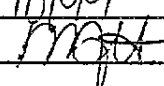
Sincerely,


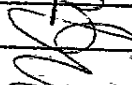
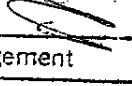

Ronald Witkowski, Esq.

RW/eer
Encls.

99 MAR -8 AM 10:55

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Ronald Witkowski GAVE
AUTHORIZATION BY PHONE TO
CORRECT Mailing Address + Anticipated
DATE 3/10/99 Contributions
COC. EXAM 

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

ARTICLES OF ORGANIZATION OF
BAYSHORE PROFESSIONAL CENTRE, L.C.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -8 AM 10:55

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company shall be BAYSHORE PROFESSIONAL CENTRE, L.C. ("Company"). The principal place of business of the Company in Florida shall be 12230 Forest Hill Blvd., Suite 103, Wellington, FL 33414. The mailing address shall be the same.

ARTICLE II
DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III
THE PURPOSES AND POWERS

The general purpose for which the Company is organized is to acquire, own, develop and manage commercial real estate and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Ronald Witkowski, Esq., 12798 West Forest Hill Blvd., Suite 202, Wellington, FL 33414.

ARTICLE V
MEMBERS AND CAPITAL CONTRIBUTIONS

The members of the Company, identified below, shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
RICHARD C. ELLIOTT	\$ 25,000.00
KENNETH M. ADAMS	\$125,000.00

ARTICLE VI
ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all members.

ARTICLE VII
ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE IX
MANAGEMENT BY MEMBERS

The Company shall be managed by Members, and the names and addresses of the Members are:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD C. ELLIOTT	12230 FOREST HILL BLVD., STE. 103, WELLINGTON, FL 33414

NAME

KENNETH M. ADAMS

ADDRESS


12230 FOREST HILL
BLVD., STE 103,
WELLINGTON, FL 33414

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of BAYSHORE PROFESSIONAL CENTRE, L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.


RONALD WITKOWSKI

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at West Palm Beach, Florida, for the foregoing uses and purposes this 24th day of ~~February~~ March, 1999.

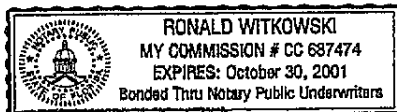

BY: KENNETH M. ADAMS



BY: RICHARD ELLIOTT

COUNTY OF PALM BEACH
STATE OF FLORIDA

SWORN TO AND SUBSCRIBED before me this 24th day of MARCH, 1999, by KENNETH M. ADAMS and RICHARD ELLIOTT, who are personally known to me, and who did not take an oath.

(Seal)



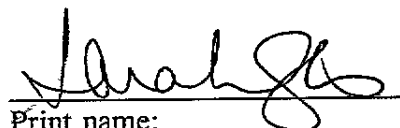

Print name: RONALD W. WITKOWSKI
NOTARY PUBLIC

COUNTY OF PALM BEACH
STATE OF FLORIDA

SWORN TO AND SUBSCRIBED before me this 4th day of MARCH, 1999, by RONALD WITKOWSKI, as Registered Agent, who is personally known to me who did not take an oath.

(Seal)

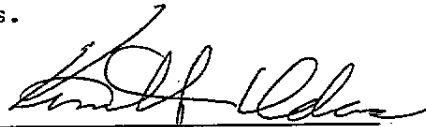



Print name: SARAH DOUGLAS
NOTARY PUBLIC

Affidavit of Membership and Contributions

The undersigned member of BAYSHORE PROFESSIONAL CENTRE, L.C., deposes and says:

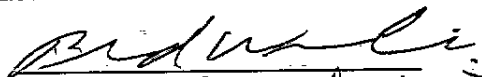
1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is One-Hundred and Fifty Thousand Dollars (\$150,000.00).
3. There is no property other than cash contributed by the members.
4. There will be no further contributions.


BY: KENNETH M. ADAMS
ITS: MEMBER

COUNTY OF PALM BEACH
STATE OF FLORIDA

SWORN TO AND SUBSCRIBED before me this 4th day of MARCH, 1999,
by KENNETH M. ADAMS, as a Member of BAYSHORE PROFESSIONAL CENTRE, L.C.,
who is personally known to me and who did/did not take an oath.

(Seal)


Print name: Ronald Witkowski
NOTARY PUBLIC

