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March 3, 1999

Secretary of State  
Division of Corporations  
Registration Section - LLC  
409 East Gaines Street  
Tallahassee FL 32301

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-03/05/99--01074--006

\*\*\*337.50 \*\*\*337.50

Re: Spartina Investment Properties, L.L.C.

Dear Sir or Madam:

Please file the enclosed Articles of Organization and Acceptance of Registered Agent for the referenced limited liability company at your earliest possible opportunity. Our firm check in the amount of \$337.50 is also enclosed to cover all filing fees and the cost of obtaining a certified copy. Once the Articles and Acceptance have been processed, please provide our office with a certified copy.

If you have any questions regarding the enclosed filing please do not hesitate to contact me.

Very truly yours,

LIVINGSTON, PATTERSON,  
STRICKLAND & WEINER, P.A.

*April A. Haley*  
April A. Haley  
Corporate Legal Assistant

aah  
Enclosures  
UPS Overnight Delivery

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**ARTICLES OF ORGANIZATION FOR  
SPARTINA INVESTMENT PROPERTIES, L.L.C.**

The undersigned, desiring to form a limited liability company (the "Company") pursuant to the Florida Limited Liability Company Act, hereby makes and declares these Articles of Organization:

**ARTICLE I - Name**

The name of the Company is Spartina Investment Properties, L.L.C.

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Company is 46 N. Washington Blvd., #1, Sarasota, Florida 34236.

**ARTICLE III - Duration**

The period of duration of the Company shall be for a period of thirty years.

**ARTICLE IV - Management**

The Company shall be managed by a manager or managers. The name and address of the initial manager who is to serve until the first annual meeting of the member(s) or until his successor is elected and qualified is John Patterson, 46 N. Washington Blvd, #1, Sarasota, Florida 34236.

**ARTICLE V - Admission of Additional Members**

Additional members may be admitted to the Company with the consent of members holding at least a two-thirds interest in the Company if permitted by law and upon such terms as may be agreed upon by such members.

A member's interest in the Company may not be transferred or assigned except as provided in an operating agreement among the members.

**ARTICLE VI - Members Rights to Continue Business**

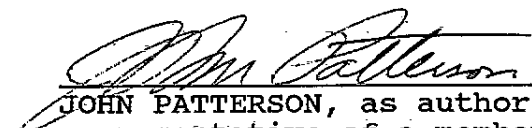
The remaining members shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member at the election of

those members who then have a majority of the capital contributions to the Company.

#### ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Spartina Investment Properties, L.L.C. certifies:

- a. the above named Company has at least one member;
- b. the total amount of cash contributed by the member(s) is: \$100.00;
- c. if any, the agreed value of property other than cash contributed by member(s) is: 0; and
- d. the total amount of cash and property contributed and anticipated to be contributed by member(s) is: \$100.00.

  
JOHN PATTERSON, as authorized  
representative of a member

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**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Spartina Investment Properties, L.L.C.

2. The name and the Florida street address of the registered agent are John Patterson, 46 N. Washington Blvd., #1, Sarasota, Florida 34236.

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.

  
JOHN PATTERSON

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