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CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE FL 32301  
222-1271

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT:

CINDY HICKS

DATE:

3-30-99

100002823721--1

--03/30/99--01062--023

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

REF. #:

0174.6192

CORP. NAME:

Haralampopoulos Family  
Properties, L.L.C.

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DIVISION OF CORPORATIONS

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L99-1794

ARTICLES OF INCORPORATION

ARTICLES OF AMENDMENT

ARTICLES OF DISSOLUTION

ANNUAL REPORT

TRADEMARK/SERVICE MARK

FICTITIOUS NAME

CERT. OF AUTHORITY

LIMITED PARTNERSHIP

LIMITED LIABILITY

REINSTATEMENT

MERGER

WITHDRAWAL

CERTIFICATE OF CANCELLATION  UCC-1

UCC-3

OTHER:

Name: [Signature]  
Examiner: [Signature]  
Moderator: [Signature]  
Verifier: [Signature]  
Acknowledged: [Signature]  
W. P. Verlyan: [Signature]

STATE FEES PREPAID WITH CHECK# 8346

FOR \$ 337.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

CERTIFIED COPY

CERTIFICATE OF STATUS

PLAIN STAMPED COPY

Examiner's Initials

ARTICLES OF ORGANIZATION

HARALAMPOPOULOS FAMILY PROPERTIES, L.L.C.,  
a Florida limited liability company

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ARTICLE I  
NAME

The business and affairs of the Limited Liability Company shall be conducted under the name of:

HARALAMPOPOULOS FAMILY PROPERTIES, L.L.C.

ARTICLE II  
PURPOSES AND POWERS

The Limited Liability Company may engage in any lawful activity or business permitted under the laws of the United States and the State of Florida. The Limited Liability Company has the power to do all things necessary or convenient to carry out its lawful business and affairs, including, without limitation, those powers specifically enumerated in Chapter 608 of the Florida Statutes.

ARTICLE II  
DURATION; DISSOLUTION

The Limited Liability Company shall continue in existence perpetually, unless the Limited Liability Company is earlier dissolved and its affairs wound-up in accordance with the provisions of these Articles of Organization, Chapter 608 of the Florida Statutes, or under the Operating Agreement and/or Regulations of the Limited Liability Company. The Limited Liability Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any event which terminates the continued membership of any Member as a matter of law, unless more than fifty percent (50%) in interest of the remaining Members consent to the continued existence of the Limited Liability Company within ninety (90) days after the occurrence of such event.

ARTICLE III  
PRINCIPAL OFFICE

The street address and the mailing address of the principal place of business of the Limited Liability Company within the State of Florida shall be:

1334 John Ringling Parkway  
Sarasota, Florida 34236

ARTICLE IV  
INITIAL REGISTERED AGENT/OFFICE

The Limited Liability Company's registered office and its initial registered agent shall be:

Harry A. Haralampopoulos  
1334 John Ringling Parkway  
Sarasota, Florida 34236

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ARTICLE V  
ADMITTANCE OF NEW MEMBERS

No new Member shall be admitted without the prior written consent of more than fifty percent (50%) in interest of all Members. A Member shall not so consent unless the proposed new Member shall accept, in a form satisfactory to the Managers, all the terms and conditions of the Operating Agreement and/or Regulations of the Limited Liability Company, including the representations and warranties contained therein and the proposed new Member shall have furnished the Limited Liability Company with an opinion of counsel, satisfactory in form and substance to such Members that the proposed transfer will not violate any federal or applicable state securities law and that the proposed transfer will not adversely affect the Limited Liability Company from being taxed as a partnership for federal income tax purposes.

ARTICLE VI  
MANAGEMENT AND POWERS

The business and affairs of the Limited Liability Company shall be managed by one or more Managers elected by more than fifty percent (50%) in interest of the Members. All such powers of the Limited Liability Company shall be exercised only by or under the authority of such Manager(s), except as otherwise provided by law, Chapter 608 of the Florida Statutes, these Articles of Organization, the Operating Agreement and/or the Regulations of the Limited Liability Company. The following is a list of names and addresses of the duly elected Manager(s), each to serve until their successor shall have been duly elected and qualified:

Harry A. Haralampopoulos,  
as tenants by the entireties  
1334 John Ringling Parkway  
Sarasota, Florida 34236

Alexandra Haralampopoulos,  
as tenants by the entireties  
1334 John Ringling Parkway  
Sarasota, Florida 34236

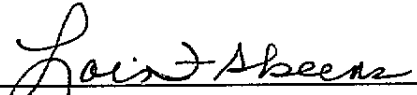
ARTICLE VII  
INDEMNIFICATION

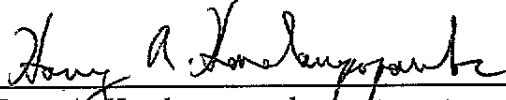
The Limited Liability Company shall indemnify the Manager(s) and Member(s) to the fullest extent permitted or required by the Act, as amended from time to time. The Limited Liability Company may also indemnify its employees and other representatives or agents up to the fullest extent permitted under the Chapter 608 of the Florida Statutes or other applicable law, provided that the indemnification in each such situation is first approved by a majority of the Members.

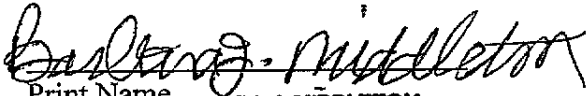
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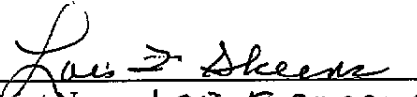
IN WITNESS WHEREOF, these Articles of Organization have been executed as of the 29 day of March, 1999.

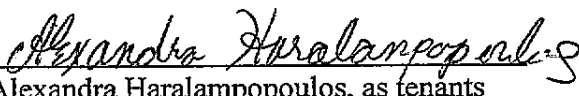
WITNESSES:

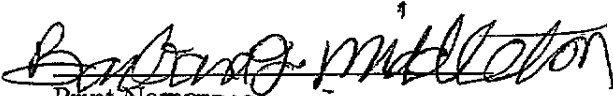
  
Print Name Lois F. Skeens

  
Harry A. Haralampopoulos, as tenants  
by the entireties

  
Print Name BARBARA J. MIDDLETON

  
Print Name Lois F. Skeens

  
Alexandra Haralampopoulos, as tenants  
by the entireties

  
Print Name BARBARA J. MIDDLETON

“MANAGER”

AFFIDAVIT OF MEMBERS AND CAPITAL CONTRIBUTIONS

The undersigned Members or Authorized Representatives of the Members of , L.L.C., a Florida limited liability company, certifies as follows:

1. The above named Limited Liability Company has at least one Member;
2. The total amount of cash contributed by the Member(s) is \$ 90,000.00;
3. The agreed value of property other than cash contributed by Member(s) is \$-0- ;  
( A description of the property is attached and made a part hereto); and
4. The total amount of cash and property contributed and anticipated to be contributed by Member(s) is \$90,000.00.

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Harry A. Haralampopoulos  
Harry A. Haralampopoulos, as Tenant  
by the Entirety

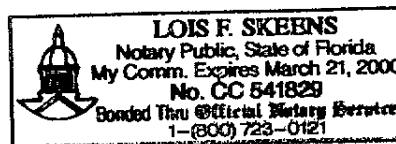
“MANAGER”

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 29th day of March, 1999, by Harry A. Haralampopoulos, who is personally known to me or who has produced as identification and who did (did not) take an oath.

Lois F. Skeens  
Notary Public  
Print Name Lois F. Skeens

My Commission Expires:



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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 of the 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:

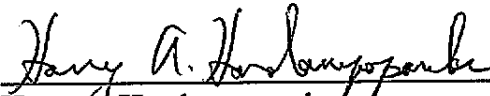
HARALAMPOPOULOS FAMILY PROPERTIES, L.L.C.

2. The name and the Florida street address of the registered agent are:

Harry A. Haralampopoulos  
1334 John Ringling Parkway  
Sarasota, Florida 34236

Having been named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 3/29/99

  
\_\_\_\_\_  
Harry A. Haralampopoulos

"REGISTERED AGENT"

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PROPERTY DESCRIPTION ATTACHMENT

HARALAMPOPOULOS FAMILY PROPERTIES, L.L.C.

(list property)

No property contributed other than cash as set forth in Affidavit.

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