

Division of Corporations

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L99000002897

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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Fax Number : (850) 922-4003

From:

Account Name : SMG PROPERTY MANAGEMENT
Account Number : 119990000102
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LIMITED LIABILITY COMPANY

SM-Wake Forest, L.C.

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DIVISION OF CORPORATIONS

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THIS DOCUMENT PREPARED BY:

Kimberly L. Graus, Esq.
9021 Town Center Parkway
Bradenton, Florida 34202
(941) 907-8788
(941) 907-8789 fax
Florida Bar No. 0158119

ARTICLES OF ORGANIZATION
FOR
SM-WAKE FOREST, L.C.

The undersigned, acting as the organizing Member of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as Amended (the "Act"), hereby forms a Florida Limited Liability Company (the "Company") pursuant to the Act, hereby sets forth the following Articles of Organization (the "Articles"):

ARTICLE I

Name

The Name of the Company is SM-Wake Forest, L.C.

ARTICLE II

Commencement Date and Duration

The Company's existence shall commence on the date these Articles are filed with the Florida Department of State, and shall continue for a period of fifty (50) years from the commencement date unless sooner dissolved in accordance with Section 608.441 of the Act.

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ARTICLE III**PURPOSE**

The Company is created to acquire, hold, manage, operate, improve, develop, lease, sell, dispose of, mortgage or otherwise encumber, and otherwise deal with real property described in Exhibit "A" attached hereto, together with the improvements thereon, now existing or hereafter constructed, and all personal property association therewith, and to engage in any other lawful activity.

ARTICLE IV**Principal Office**

The mailing address and the street address of the principal office of the Company shall be 9021 Town Center Parkway, Bradenton, FL 34232.

ARTICLE V**Registered Agent and Office**

The initial registered agent for the Company shall be Kimberly L. Graus and the address of the registered agent for service of process shall be 9021 Town Center Parkway, Manatee County, Bradenton, FL 34232.

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ARTICLE VI**Management of Business**

The Company is to be managed by a manager or managers. John S. Newsome, Lou Edmondson, and Michael J. Doyle, 9021 Town Center Parkway, Bradenton, FL 34232, will serve as the initial managers of the Company until the first annual meeting of the Member or until its successor is elected annually by the Members. The Members may increase and decrease the number of managers from time to time; provided, however, there shall never be more than three (3) managers or less than one (1) manager. The managers shall be Members or Affiliates of Members.

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ARTICLE VII**Admission of Additional Members**

Additional Members may be admitted only by the vote of the Members holding majority of the Units, upon terms and conditions established by the Members from time to time in their sole discretion.

ARTICLE VIII**Continuation of 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 any Member, or upon occurrence of any other event which terminates the continued membership of a Member of the Company, all as more fully set forth in the Regulations.

ARTICLE IX**Powers**

The Company shall have all of the power and authority set forth in Section 608.404 of the Act.

ARTICLE X**Property**

- (a) Ownership. All property originally paid or transferred to the Company as contributions to capital by the Members, or subsequently acquired by purchase or otherwise on account of the Company.
- (b) Title. The title to all property of the Company shall be held in the name of the Company.
- (c) Conveyances. The Managers are hereby authorized to convey and encumber title to all real and personal property of the Company by the execution on behalf of the Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents, and all other certificates, instruments, and documents as are necessary, reasonable, or desirable to convey or encumber title to any real or personal property of the Company. Such execution shall be made by any

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manager duly authorized to act for the Company. The signature and execution of such documents shall clearly set forth that the execution is on behalf of the Company, and that the manager is signed on behalf of the Company.

ARTICLE XI

Amendments

These Article may be amended or restated at any time by a vote of the Members holding a majority of the Units, and such amendment or restatement shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XII

Regulations

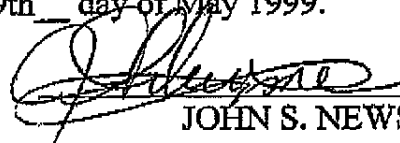
Regulations shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as may be necessary, reasonable, or desirable, except that no provision of such Regulations may conflict with the provisions of these Articles unless permitted herein. The power to adopt, alter, amend, or repeal the Regulations shall be set forth in the Regulations.

ARTICLE XII

Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of the Company except by its managers, and no Member is authorized or empowered to contract debts or incur liabilities on behalf of the Company unless such Member is also a manager.

IN WITNESS WHEREOF, the undersigned organizer of SM-Wake Forest, L.C., has executed these Articles of Organization this 19th day of May 1999.

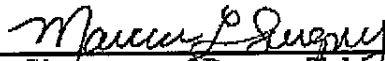

JOHN S. NEWSOME

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Audit No: (((H99000012080 0)))

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 19th day of May, 1999 by John S. Newsome, who is personally know to me and did not take an oath.



Signature of Person Taking Acknowledgment

NOTARY PUBLIC-STATE OF FLORIDA
MARCIAL SEMION
COMMISSION # CC710251
EXPIRES 1/22/2002
BONDED THROUGH 4,000.00 DOLLARS

Name of Acknowledger Typed, Printed or Stamped

My commission expires: 1/22/02

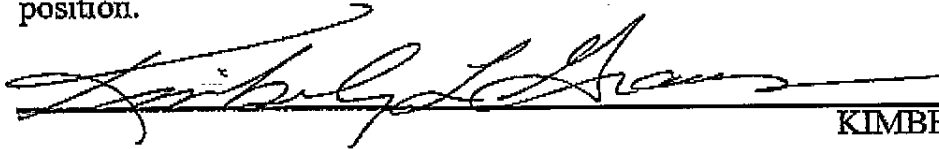
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CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT
FOR SM-WAKE FOREST, L.C.

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated herein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.



KIMBERLY L. GRAUS

Dated: 5-19-99

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AFFIDAVIT OF CAPITAL CONTRIBUTIONSSTATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared John S. Newsome, who, being first duly sworn, deposes and says that:

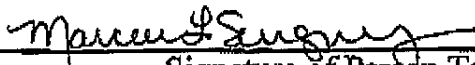
1. Affiant is Manager of SM-Wake Forest L.C., and has personal knowledge of the matters set forth herein.
2. Affiant is a Member of SM-Wake Forest L.C., a Florida Limited Liability Company.
3. SM-Wake Forest, L.C., has at least two (2) Members.
4. The amount of current and anticipated capital contributions to the Company made or to be made by the Members in \$ 3000.00
All of which shall be made in cash.
5. Further Affiant sayeth not.

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John S. Newsome

The foregoing instrument was acknowledged before me this
 __19th__ day of May, 1999 by John S. Newsome who is personally known
 to me and who did take an oath.



Signature of Person Taking Acknowledgment

 NOTARY PUBLIC - STATE OF FLORIDA
 MARCIA L. GEVONY
 COMMISSION # CC710951
 EXPIRES 1/22/2002
 BONDED THRU ASA 1-988-NOTARY1

Name of Acknowledger Typed, Printed, or Stamped

My commission expires: 1/22/02

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