



THE UNITED STATES
CORPORATION
COMPANY

L99000003809

ACCOUNT NO. : 072100000032

REFERENCE : 287920-118517A

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 337.50

ORDER DATE : June 25, 1999

ORDER TIME : 2:16 PM

ORDER NO. : 287920-005

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CUSTOMER NO: 118517A

CUSTOMER: Robert W. Bivins, Esq
FULLER HOLSONBACK & BIVINS
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100 N. Tampa Street
Tampa, FL 33602

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME:

CLEVELAND & MYRTLE, L.C.

Same

EFFECTIVE DATE:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 25 PM 4:38

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mailing address

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	<i>6/25/99</i>	CERTIFIED COPY
Availability	<i>OK</i>	PLAIN STAMPED COPY
		CERTIFICATE OF GOOD STANDING
Document Examiner	CONTACT PERSON: Tamara Odom	
Updater	DCC	
Updater Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

EXAMINER'S INITIALS: _____

BK 6/25/99

**ARTICLES OF ORGANIZATION OF
CLEVELAND & MYRTLE, L.C.**

The undersigned person, acting as the organizer of CLEVELAND & MYRTLE, L.C. (the "Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

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ARTICLE I. NAME AND ADDRESS

The name and address of the Company is: CLEVELAND & MYRTLE, L.C., c/o Baycorp Development, Inc., 520 4th Street North, St. Petersburg, Florida 33701. This is the principal office address and also the mailing address of the company.

ARTICLE II. COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Company will commence on the date that these Articles of Organization are filed with the Florida Department of State, and the existence of the Company will continue in perpetuity.

ARTICLE III. PURPOSE

The Company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Act.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is c/o Baycorp Development, Inc., 520 4th Street North, St. Petersburg, Florida 33701, and the name of the Company's initial registered agent at that address is John M. McCall.

ARTICLE V. ADDITIONAL CAPITAL CONTRIBUTIONS

The members shall make additional capital contributions, from time to time, as required by the Company's Operating Agreement.

ARTICLE VI. ADMISSION OF SUBSTITUTE OR ADDITIONAL MEMBERS

Additional or substitute members may be admitted only upon the written consent of a majority interest of the members of the Company, as more particularly set forth in the Operating Agreement.

ARTICLE VII. MANAGEMENT OF COMPANY

The business of the Company shall be managed by a manager who shall be elected annually by the members of the Company in a manner set forth in the Operating Agreement. The manager shall have the power and authority to act on behalf of the Company as provided in

the Florida Limited Liability Company Act, including, specifically, without limitation, Section 608.404, Section 608.424(1), and Section 608.425, and shall also hold the offices and have the responsibilities accorded by the members which are more particularly described in its Operating Agreement and any other agreement that may be entered into between the members and the manager. The name and address of the initial manager is as follows:

John M. McCall
520 4th Street North
St. Petersburg, Florida 33701

The manager shall serve in that capacity until the first annual meeting of members or until his successor is elected and qualified. The number of managers may be increased or decreased as set forth in the Operating Agreement.

ARTICLE VIII. RESTRICTION ON TRANSFER OF INTERESTS

Membership interests in the Company shall be subject to transfer restrictions. These transfer restrictions are specifically set forth in the Company's Operating Agreement.

ARTICLE IX. MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the dissolution of the Company on the death, retirement, 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 (collectively, a "withdrawal event"), the business of the Company shall continue upon the consent of a majority in interest (as defined in the Operating Agreement) of the remaining members. The consent of a majority in interest of the remaining members to continue the business of the Company must be in writing and obtained within ninety (90) days after the occurrence of the withdrawal event. If a majority in interest of the remaining members do not consent to continue the business of the Company, the Company will dissolve automatically, without further action of the members, upon the occurrence of a withdrawal event.

ARTICLE X. OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company is vested exclusively in the members of the Company, as more particularly set forth in the Operating Agreement.

ARTICLE XI. ORGANIZER

The name and street address of the organizer, who is the President and an authorized representative of a member of the Company, executing these Articles of Organization is: John M. McCall, c/o Baycorp Development, Inc., 520 4th Street North, Petersburg, Florida 33701.

ARTICLE XII. AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by a majority in interest of the members, shall be as prescribed by the Secretary of State of the State of Florida, and shall be sworn and subscribed to by a majority in interest of the members of the Company. In the event that a new member is added by such an amendment, it also shall be signed by the additional member.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 22nd day of June, 1999.

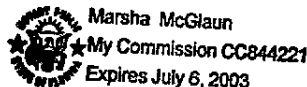
BAYCORP DEVELOPMENT, INC.

By: [Signature]
Name: John M. McCall Jr.
Title: President

STATE OF FLORIDA
COUNTY OF Pinellas

The foregoing Articles of Organization were acknowledged before me this 22 day of June, 1999, by John M. McCall, as President of Baycorp Development, Inc., a Florida corporation and a member of Cleveland & Myrtle, L.C., on behalf of the corporation and Cleveland & Myrtle, L.C. He/she is personally known to me _____ or who has produced _____ as identification.

Marsha McGlaun
_____, Notary Public
State of Florida
My Commission Expires:



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member of CLEVELAND & MYRTLE, L.C., deposes and says:

1. The above named limited liability company has at least one member;

2. The total amount of cash contributed by the members is \$ # 140,000;

3. The agreed value of property other than cash contributed by the members is \$0;

4. The total amount of cash or property anticipated to be contributed by members is \$ 140,000. This total includes amounts from 2 and 3 above.

June 22nd, 1999



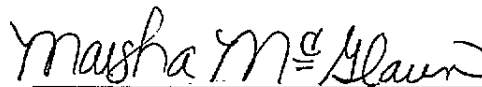
JOHN M. McCALL, as President and authorized representative of Baycorp Development, Inc.

(In accordance with Section 608.407(2), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

STATE OF FLORIDA

COUNTY OF Pineellas

The foregoing Affidavit of Membership and Contributions was sworn to and subscribed before me this 22 day of June, 1999, by John M. McCall as President of Baycorp Development, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me _____ or who has produced _____ as identification.



_____, Notary Public

State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following
is submitted:

That CLEVELAND & MYRTLE, L.C., desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, c/o Baycorp Development, Inc., at 520 4th Street North, St. Petersburg, Florida 33701, has named John M. McCall as its agent to accept service of process within the State of Florida.

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.

DATED this 22 day of June, 1999.



JOHN M. MCCALL

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