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LIMITED LIABILITY COMPANY

HARBOUR TOWN INVESTMENTS Z-414, L.L.C.

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the limited liability company is: HARBOUR TOWN INVESTMENTS Z-414, L.L.C..

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:
801 North Armenia Avenue
Tampa, Florida 33609.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

<u>Name</u>	<u>Address</u>
Gordon A. McBride	801 North Armenia Avenue Tampa, Florida 33609
Forrest Boushall	801 North Armenia Avenue Tampa, Florida 33609
David Burns	801 North Armenia Avenue Tampa, Florida 33609
Jean Homan	801 North Armenia Avenue Tampa, Florida 33609
Dean Adkins	801 North Armenia Avenue Tampa, Florida 33609
Daniel Cook	801 North Armenia Avenue Tampa, Florida 33609
Jeff Huenick	801 North Armenia Avenue Tampa, Florida 33609
Jack Chrysochoos	801 North Armenia Avenue Tampa, Florida 33609

Prepared by: Stephen B. Straske II, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
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Florida Bar Number 060070

Jim Schroeder	801 North Armenia Avenue Tampa, Florida 33609
Kim Schwenke	801 North Armenia Avenue Tampa, Florida 33609
Sandy Rappaport	801 North Armenia Avenue Tampa, Florida 33609

ARTICLE V - Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be upon the unanimous consent of the members.

ARTICLE VI - Members Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business 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 limited liability company shall be upon the unanimous consent to the remaining members.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of HARBOUR TOWN INVESTMENTS Z-414, L.L.C. certifies:

- | | |
|---|---------------|
| 1) the above named limited liability company has at least one member; | |
| 2) the total amount of cash contributed by the member(s) is | \$954,000.00 |
| 3) if any, 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 the member(s) is | \$954,000.00. |



Signature of a member or an authorized representative of a member.

(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.)

Gordon A. McBride

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or SECTION 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:
HARBOUR TOWN INVESTMENTS Z-414, L.L.C..
2. The name and the Florida street address of the registered agent and office are:

Stephen B. Straske II
101 East Kennedy Boulevard
Suite 3700
Tampa, Florida 33602

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 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.


Stephen B. Straske II

Date: July 19, 1999