

L99000004907

Holland & Knight LLP	
Requestor's Name	
315 SOUTH CALHOUN STREET	
Address	
Tallahassee, Florida 32301	
City/State/Zip	Phone #
	425-5686

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Kettle Harbor, L.L.C. (Document #)
2. _____ (Document #)
3. _____ (Document #)
4. _____ (Document #)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Franchise
<input type="checkbox"/>	Non-Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of P.A. Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

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KETTLE HARBOR, L.L.C.
ARTICLES OF ORGANIZATION

The undersigned being a duly authorized representative of a Member and acting as organizer of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the Limited Liability Company shall be Kettle Harbor, L.L.C.

ARTICLE II. DURATION

The period of the Company's duration shall commence on the date of filing of these Articles of Organization and shall exist perpetually, unless terminated (i) in accordance with the Company's regulations which shall be evidenced by an operating agreement, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be:

c/o Michael A. May
4929 S. Melrose Avenue
Tampa, FL 33629

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ARTICLE V. REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is:

Intrastate Registered Agent Corporation
701 Brickell Avenue
Suite 300
Miami, FL 33131-3209

A written statement as prescribed by the Florida Department of State pursuant to Section 608.407(1)(d), Florida Statutes, is attached to these Articles of Organization.

ARTICLE VI. MANAGEMENT

The responsibility and control of the management and conduct of the Company's day-to-day activities and operations shall be vested in the Members and such officers as they may appoint in his discretion. The name and address of the members of the Company are:

Kevin J. Berns	Chad E. Angell	Michael A. May
4508 Brookwood Drive	4013 West Cayuga	4929 S. Melrose Avenue
Tampa, Florida 33629	Tampa, Florida 33614	Tampa, Florida 33629

ARTICLE VII. AMENDMENT OF REGULATIONS

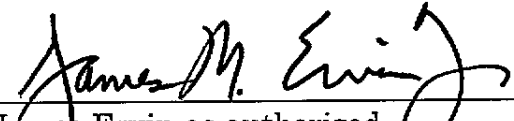
The power to adopt, alter, amend, or repeal regulations of the Company shall be vested in the Members of the Company.

ARTICLE VIII. AFFIDAVIT

Attached to these Articles of Organization is the Affidavit required by Section 608.407(2) Florida Statutes.

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IN WITNESS WHEREOF, the undersigned, as authorized representative of a Member, Michael A. May, has executed these Articles of Organization on this 9th day of August, 1999.


James Ervin as authorized
representative of Michael A. May

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, or other more applicable statute, the following is submitted:

That Kettle Harbor, L.L.C., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Organization, at c/o Holland & Knight LLP, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131-3209, has named Intrastate Registered Agent Corporation, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Limited Liability Company Act, and am familiar with, and accept, the obligations of that position.

Dated: Aug 9, 1999

By: Yvona M. Zello
Intrastate Registered Agent
Corporation

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TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF LEON

James M. Ervin, Jr., being first duly sworn, deposes and says:

1. That he is the duly authorized representative of Member Michael A. May of Kettle Harbor, L.L.C., a Florida limited liability company (the "Company");
2. That the Company has three Members;
3. That each Member of the Company has contributed \$10.00 to the capital of the Company; and
4. That Members of the Company are expected to contribute no additional capital to the Company.

And further affiant sayeth not.

James M. Ervin, Jr.
James Ervin as authorized
representative of Michael A. May

The foregoing instrument was acknowledged before me this 9th day of August, 1999, by James M. Ervin, Jr. who is personally known to me or has produced _____ as identification, and who did take an oath.

Shirley Stoudt
Printed/Typed Name: Shirley Stoudt
Notary Public-State of Florida
Commission Number:



Shirley Stoudt
MY COMMISSION # CC662049 EXPIRES
August 22, 2001
BONDED THRU TROY FAH INSURANCE, INC.

TPA1 #960105 v1

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