



THE UNITED STATES CORPORATION COMPANY

99000007649

ACCOUNT NO. : 072100000032

REFERENCE : 476541 3487A

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 125.00

ORDER DATE : November 10, 1999

ORDER TIME : 11:46 AM

ORDER NO. : 476541-005

CUSTOMER NO: 3487A

400003041404--5

CUSTOMER: Ms. Paula Drew
ICARD MERRILL CULLIS TIMM
ICARD MERRILL CULLIS TIMM
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

DOMESTIC FILING

NAME: 1299, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 10 PM 2:18

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
1299, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company shall be 1299, L.C., (hereinafter referred to as "Company").

**ARTICLE II
PURPOSE AND POWER**

The purpose for which the Company is organized is to own, operate and manage property, real, personal and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of, the managers of the Company.

**ARTICLE III
ADDRESS**

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

707 S. Washington Boulevard
Sarasota, FL 34236

**ARTICLE IV
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

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

Registered Agent: Robert E. Messick
Registered Office: 2033 Main St. Suite 600
Sarasota, Florida 34237

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TALLAHASSEE FLORIDA

ARTICLE V
MANAGEMENT

The Company is to be a manager-managed company (**ONLY IF THE COMPANY IS TO BE MANAGED BY ONE OR MORE MANAGERS**).

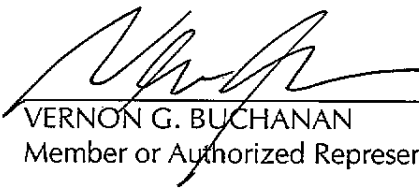
OPTIONAL The Company shall be managed by a manager in accordance with the Company's Operating Agreement adopted by the members for the management of the business and affairs of the Company. These Operating Agreement may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager(s) of the Company is/are:

<u>NAME</u>	<u>ADDRESS</u>
VERNON G. BUCANAN	707 S. Washington Boulevard Sarasota, FL 34236

ARTICLE VI
OPERATING AGREEMENT

The Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, the Operating Agreement of the Company, as amended and in existence from time to time.

IN WITNESS WHEREOF, the undersigned member (or authorized representative) has executed these Articles of Organization at Sarasota, Florida, as of November 3, 1999.


VERNON G. BUCANAN
Member or Authorized Representative

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**CERTIFICATE OF DESIGNATION OF ROBERT E. MESSICK
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY DESCRIBED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: 1299, L.C.
2. The name and address of the registered agent and office is:

ROBERT E. MESSICK
2033 Main Street, Suite 600
Sarasota, FL 34237

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 as registered agent.



ROBERT E. MESSICK

11-9-99

(Date)

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TALLAHASSEE FLORIDA