

MICHAEL R. WEBER, ESQ

TEL #1 - 1.813.263.5669
TEL #2 - 1.727.866.6553
FAX - 1.727.571.4187

L990000008321

13906 TERN LANE
CLEARWATER, FL 33762USA
E-MAIL: MRWEBER@TAMPABAY.FL.COM

NOVEMBER 20, 1999

Via Courier

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
904 487-6052

Re: Maximo at the Harborage, LLC (Proposed LLC name)

Dear Madam or Sir:

Enclosed please find

- One original and one copy of the Articles of Organization for the above-named company.
- A check in the amount of \$293.75 (\$250.00 filing fee, \$35.00 RA designation, and \$8.75 for a certificate of status).
- Please mail the certificate of status and the copy to the following address:

Michael R. Weber, Esq.
3701 50th Avenue South
St. Petersburg, FL 33711
Day phone: 813 263-5669

500003055605--9
-11/29/99-01128-007
****293.75 ****155.00

130.00

Thank you.

Sincerely,

BY: M R Weber
Michael R. Weber, JD, MBA

FILED
99 NOV 29 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures: as stated

12-1-99

ARTICLES OF ORGANIZATION OF MAXIMO AT THE HARBORAGE, LLC

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is "MAXIMO AT THE HARBORAGE, LLC."

ARTICLE II — Address:

The mailing address and street address of the principal office of the Company is:
3701 50th Avenue South (Accounting), St. Petersburg, FL 33711.

ARTICLE III — Duration:

The period of duration for the Company shall be perpetual.

ARTICLE IV — Management:

The LLC is to be managed by managers whose names and address (is/are):

Jimmy Aviram, 3701 50th Avenue South, St. Petersburg, FL 33711

Robert Williams, 3701 50th Avenue South, St. Petersburg, FL 33711

Tal Aviram, 3701 50th Avenue South, St. Petersburg, FL 33711

Michael R. Weber, 3701 50th Avenue South, St. Petersburg, FL 33711

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:

By two-thirds affirmative vote of the existing members' interests, new members may be admitted to the Company.

ARTICLE VI — Members' Rights to Continue Business:

The right, if given, of the remaining members of the 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 Company shall be:

The remaining members of the Company have the right to continue the business upon the occurrences described in the previous paragraph only if so voted by a majority of the interests of the remaining member(s).

FILED
99 NOV 29 PM 2:17
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII — Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

Article VIII - Regulations

Any Regulations (as defined in Section § 608.402(13) of the Act), relating to this Company must be in writing and signed by all of the Members; however, amendments to the Regulations need only be approved by vote of 75% of the members' interests.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 22nd day of November 1999.

MR Weber

Signature of an authorized representative of a member executing the Articles of Organization.

(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.)

Michael R. Weber

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

FILED
99 NOV 29 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 MAXIMO AT THE HARBORAGE, LLC.
2. The name and address of the registered agent and office is

Michael R. Weber, Esquire
1409 North Ft. Harrison
Unit A
Clearwater, FL 33755

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.

MR Weber
Signature

11/15/99
Date

FILED
99 NOV 29 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA