



THE UNITED STATES
CORPORATION
COMPANY

L99000009168

ACCOUNT NO. : 072100000032

REFERENCE : 527550 3487A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 125.00

ORDER DATE : December 23, 1999

ORDER TIME : 11:06 AM

ORDER NO. : 527550-010

400003079354--7

CUSTOMER NO: 3487A

CUSTOMER: Tami Dalgaard, Legal Asst
ICARD MERRILL CULLIS TIMM
ICARD MERRILL CULLIS TIMM
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

DOMESTIC FILING

NAME: H & P REALTY GROUP, L.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:

JA 12/28

FILED
99 DEC 23 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC 23 PM 12:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

L99-
9168

ARTICLES OF ORGANIZATION OF H & P REALTY GROUP, L.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 H & P Realty Group, L.L.C. ("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 MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company shall be 4134 Gulf of Mexico Drive, Suite 212, Longboat Key, Florida 34228.

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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:

J. Geoffrey Pflugner
2033 Main Street, Suite 600
Sarasota, Florida 34237

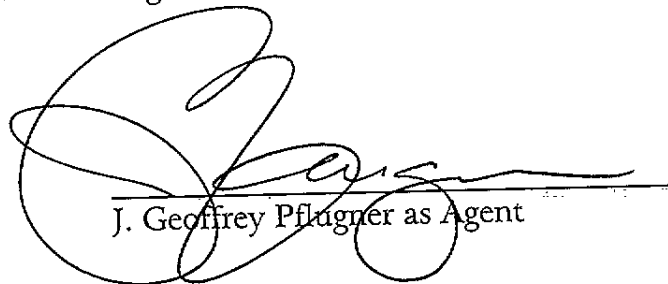
ARTICLE V
MANAGEMENT

The Company is to be a manager-managed company.

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 December 21, 1999.


J. Geoffrey Pflugner as Agent

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