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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: HILL, WARD & HENDERSON, P.A.

ACCT#: 072317001716

CONTACT: BARBARA A MURPHY

PHONE: (813)221-3900

FAX #: (813)221-2900

NAME: BARCLAY HOLDINGS X, L.L.C.

AUDIT NUMBER.....H98000006841

DOC TYPE.....FOREIGN LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:**

1. BARCLAY HOLDINGS X, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. ARIZONA 3. APPLIED FOR
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 3/4/98 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. WHEN FILED
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 8145 86TH PLACE
SCOTTSDALE AZ 85258
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
DAVID S. COIA	MANAGING MEMBER		
1123 OVERCASH DRIVE			
DUNEDIN FL 34698			

Prepared by: Barbara Murphy
PO Box 2231
Tampa FL 33601
813-227-8418

FROM HILL WARD HENDERSON
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**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:

BARCLAY HOLDINGS X, LTD.

2. The name and address of the registered agent and office is:

STEPHEN M. HUDOBA

(Name)

101 E. KENNEDY BLVD., SUITE 3700

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

TAMPA FL 33602

(City/State/Zip)

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.


(Signature)

3/31/98
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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STATE OF ARIZONA



Office of the CORPORATION COMMISSION

To all to whom these presents shall come, greeting:

I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****BARCLAY HOLDINGS X, L.L.C.*****

is a limited liability company organized under the laws of the State of Arizona which filed its Articles of Organization in this office on the 4th day of March 1998.

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TALLAHASSEE, FLORIDA

**IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the official seal
of the Arizona Corporation Commission.
Done at Phoenix, the Capitol, this
1st day of April, 1998, A. D.**



Jack Rose
Executive Secretary

BY: *Maureen P. Pugh*

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of _____

BARCLAY HOLDINGS X, L.L.C.

deposes and says:

- 1) the above named limited liability company has at least two members.
- 2) the total amount of cash contributed by the member(s) is \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ _____. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 100.00. This total includes amounts from 2 and 3 above.



Signature of a member or 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.)