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From: Account Name : BUTZEL LONG
Account Number : 105147061567
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LIMITED LIABILITY COMPANY

Abbeygate, L.L.C.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 9, 2000

BUTZEL LONG

SUBJECT: ABBEYGATE, L.L.C.
REF: W00000024387

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Lee Rivers
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**ARTICLES OF ORGANIZATION
OF
ABBEYGATE, L.L.C.**

The undersigned acting as organizer of ABBEYGATE, L.L.C., under the Florida Limited Liability Company Act, adopts the following Articles of Organization for said limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be ABBEYGATE, L.L.C., (the "L.L.C.").

ARTICLE II
DURATION

This L.L.C. shall exist perpetually, unless dissolved according to law or as set forth in the L.L.C.'s Operating Agreement.

ARTICLE III
PURPOSE

The L.L.C. is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in the L.L.C.'s Operating Agreement.

ARTICLE IV
BUSINESS ADDRESS/MAILING ADDRESS

The address of the place of business in this State of the L.L.C. shall be 1950 Tamiami Trail North, Naples, Florida 34102. The mailing address of the L.L.C. shall be P.O. Box 366667, Bonita Springs, Florida 34136-6667.

Prepared by:
Kent A. Skrivan, Esq.
BUTZEL LONG, P.C.
801 Laurel Oak Drive, Ste. 705
Naples, Florida 34108
(941) 597-4500
Bar #0893552

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ARTICLE V
REGISTERED AGENT

The name and address of the L.L.C.'s initial registered agent and registered office is Kent A. Skrivan, Esq., Butzel Long, 801 Laurel Oak Drive, Suite 705, Naples, Florida 34108.

ARTICLE VI
MEMBERS AND CONTRIBUTIONS

(a) The following is the sole member of the L.L.C. and his initial contribution:

Andrew W. Combes \$200,000

(b) The member has not agreed to make any additional contributions, but may agree to do so in the future upon the terms and conditions set forth in the Operating Agreement of the L.L.C.

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the L.L.C. upon the majority consent of all members in proportion to their contributions to the capital of the L.L.C., as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members, in writing and then only upon the condition that a new member be bound by and become party to the Operating Agreement of the L.L.C.

ARTICLE VIII
DISSOLUTION, CONTINUATION

The members shall have the right to continue the L.L.C. upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the L.L.C. so long as the remaining members agree to continue the L.L.C.

ARTICLE IX
MANAGEMENT

The L.L.C. is to be managed by a Manager or Managers. The name and address of the initial Manager of the L.L.C. who shall serve as Manager until a successor is elected and qualified is:

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Andrew W. Combes
26123 Fawnwood Court
Bonita Springs, Florida 34134

Managers may be removed and replaced by the members, as provided in the Operating Agreement of the L.L.C. Managers shall hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement of the L.L.C.

ARTICLE X
ADDITIONAL PROVISIONS

(a) All members of the L.L.C. shall be entitled to vote on matters relating to the L.L.C. in proportion to their contributions to the capital of the L.L.C., as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members unless as otherwise set forth in the Operating Agreement of the L.L.C.

(b) The effective date of this limited liability company shall be upon filing.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 1st day of OCTOBER, 2000.

By: A. W. Combes
Andrew W. Combes, Organizer

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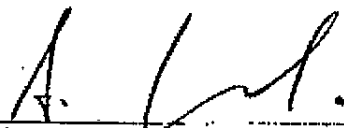
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/RESISTERED OFFICE

In compliance with Section 608.415 and 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered agent/registered office, in the State of Florida:

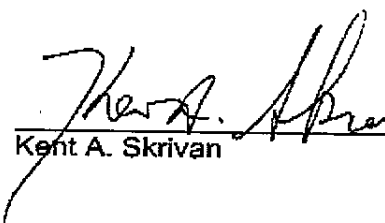
1. The name of the Limited Liability Company is ABBEYGATE, L.L.C.
2. The name and address of the registered agent and registered office is:

Kent A. Skrivan, Esq.
 BUTZEL LONG
 801 Laurel Oak Drive, Suite 801
 Naples, Florida 3410
 (941) 597-4500

By: 
 Andrew W. Combes, Organizer

ACCEPTANCE:

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 relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.


 Kent A. Skrivan

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