

PAULICH, SLACK & WOLFF, P.A.
Attorneys at Law

LO 1000000 1333

23 January 2001

EXPRESS MAIL/RETURN RECEIPT REQUESTED
EE898477709US

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

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-01/24/01--01037--002
****125.00 ****125.00

Re: Illum, Clayton & Elliott Investments, LLC

Ladies/Gentlemen:

Please file the enclosed documents on behalf of Illum, Clayton & Elliott Investments, LLC

1. Articles of Organization of Illum, Clayton & Elliott Investments, LLC;
2. Certificate of Designation of Registered Agent;
3. Check in the amount of \$125.00 payable the Florida Department of State representing the proper filing fee.

Please date stamp the enclosed copy and return it to this office. Thank you.

Very truly yours,

PAULICH, SLACK & WOLFF, P.A.

John Paulich III

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encs.

FILED
JAN 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LO1-1333
OK

JOHN PAULICH III
Board Certified Real Estate Attorney

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

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

ARTICLE I — Name:

The name of the Limited Liability Company is:

Illum, Clayton & Elliott Investments, LLC

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

3884 Progress Ave., Naples, Florida 34104.

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV — Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Guy C. Clayton, 1578 Heights Court, Marco Island, Florida 34145

Illum-Elliott Investments, LLC, a Florida Limited Liability Company,
3884 Progress Ave., Naples, Florida 34104

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 governed by the regulations.

ARTICLE VI — Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability 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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

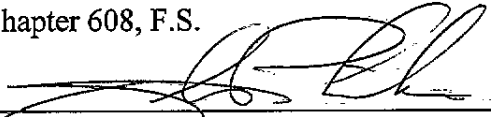
member in the limited liability company shall be governed by the regulations.

ARTICLE VII — Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

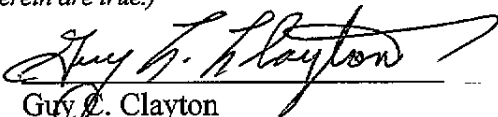
John Paulich III
801 Anchor Rode Drive, Suite 203
Naples, Florida 34103

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 obligations of my position as registered agent as provided for in Chapter 608, F.S.

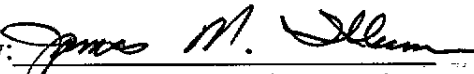

Registered Agent's Signature

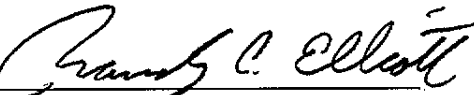
IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this 23 day of January, 2001.

(In accordance with Section 608.408 (3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


Guy D. Clayton

Illum-Elliott Investments, LLC

By: 
James Illum, Managing Member

By: 
Randy C. Elliott, Managing Member

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TALLAHASSEE, FLORIDA