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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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From: Account Name : HOLLAND & KNIGHT
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Kwheeler

LIMITED LIABILITY COMPANY

Captiva II LLC

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Page Count	03
Estimated Charge	\$155.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CAPTIVA II LLC
ARTICLES OF ORGANIZATION**

The undersigned Member of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby submit the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company shall be Captiva II LLC.

ARTICLE II. DURATION

The period of the Company's duration shall commence on the date of filing of these Articles of Organization and shall exist perpetually, unless terminated in accordance with the Company's operating agreement.

ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in acquiring, owning, developing, operating, leasing, selling and otherwise dealing with real and personal property of any kind or description and in any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. STREET ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be:

2512 W. Sunset Drive
Tampa, Florida 33629

ARTICLE V. REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is:

William A. Long, Jr.
2512 W. Sunset Drive
Tampa, Florida 33629

A written statement as prescribed by the Florida Department of State pursuant to Section 608.415(2), Florida Statutes, is attached to these Articles of Organization.

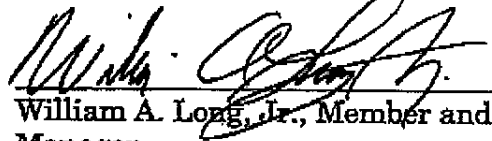
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ARTICLE VI. MANAGEMENT

The Company shall be manager-managed. The initial Manager of the Company shall be William A. Long, Jr. The removal and replacement of the Manager and the rights and duties of the Manager shall be determined in the Company's Operating Agreement.

IN WITNESS WHEREOF, the undersigned authorized representative of the Members has executed these Articles of Organization on this 4th day of December, 2001.



William A. Long, Jr., Member and
Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 608.415, Florida Statutes, or other more applicable statute, the following is submitted:

That Captiva II LLC, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Organization at 2512 W. Sunset Drive, Tampa, Florida 33629, has named William A. Long, Jr., as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Limited Liability Company Act, and am familiar with, and accept, the obligations of that position, as provided in the Florida Limited Liability Act.

Dated: December 4, 2001


William A. Long, Jr.

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