

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

LD2000 003522

Bay Beach Vj LLC

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*****168.75 *****55.00

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

02 FEB 22 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION
02 FEB 22 M 11:04

APPROVE
AND
FILED

RECEIVED

JB
2-22-02

Signature _____

Requested by _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BAY BEACH V, LLC**

1. Name. The name of the limited liability company is Bay Beach V, LLC, a Florida limited liability company (the "Company").

2. Date of Filing of Original Articles. The original Articles of Organization of the Company were filed on February 13, 2002.

3. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

4. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida, subject only to the terms of the Operating Agreement.

5. Place of Business. The mailing and street address of the Company's principal office is 4184 Bay Beach Lane, Fort Myers, Florida 33931.

6. Registered Agent and Office. The name of the initial registered agent of the Company is C. Perry Peeples, Esq. The street address of the initial registered agent of the Company is 5551 Ridgewood Drive, Suite 101, Naples, Florida 34108.

7. Management of the Company. The Company shall be a managed-managed Company, and shall be managed by Co-Managers. The Co-Managers must join in all actions of the Company and no action of the Company shall be valid unless it is undertaken by both Co-Managers. The names and addresses of the initial Co-Managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, are:

Jack J. Sterling
6025 Carlton Lakes Boulevard
Naples, Florida 34110

Michael F. Johnson
768 Ashburton Drive
Naples, Florida 34110

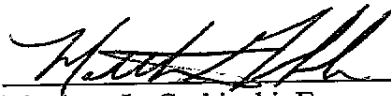
8. Voting. The Company is authorized to issue membership units with voting rights and membership units without voting rights.

9. Certificated Interests. The members' interests in the Company may be evidenced by certificates, at the discretion of the manager.

10. Additional Members. The company shall have the right to admit additional members pursuant to the terms and conditions of the Operating Agreement to be adopted by the members.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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APPROVED
AND
FILED

The undersigned executed these Amended and Restated Articles of Organization as of the 18th day of February, 2002.



Matthew L. Grabinski, Esq., authorized representative of Robert G. Claussen, Member

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA