

CAPITAL CONNECTION, INC.

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

L020000003524

Bay Beach VII, LLC

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-02/13/02--01059--029
****775.00 ****155.00

- 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 _____

RECEIVED
02 FEB 13 AM 11:38
DIVISION OF CORPORATION

02 FEB 13 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
AND
FILED

Handwritten initials and date
2-13-02

Signature _____

Requested by: _____

GR _____ 2/13 _____ 11:00
Name Date Time

Walk In _____ Will Pick Up _____

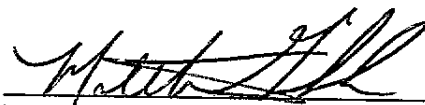
ARTICLES OF ORGANIZATION

OF

BAY BEACH VII, LLC

1. Name. The name of this limited liability company is Bay Beach VII, LLC, a Florida limited liability company (the "Company").
2. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.
3. 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.
4. Place of Business. The mailing and street address of the Company's principal office is 6025 Carlton Lakes Boulevard, Naples, Florida 34110.
5. 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.
6. Management of the Company. The Company shall be a manager-managed Company, in accordance with the Operating Agreement adopted by the members. The name and address of the initial manager, who shall serve until the first annual meeting of the members or until its successors is elected and qualified, is Jack J. Sterling, 6025 Carlton Lakes Boulevard, Naples, Florida 34110.
7. Voting. The Company is authorized to issue membership units with voting rights and membership units without voting rights.
8. Certificated Interests. The members' interests in the Company may be evidenced by certificates, at the discretion of the manager.
9. 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.

The undersigned executed these Articles of Organization as of the 12th day of February, 2002.



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

RECORDED AND FILED
JANUARY 13 2002
02 FEB 13 PM 1:49

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



C. Perry Peoples, Registered Agent

Dated: February 12, 2002.

APPROVED
AND
FILED
02 FEB 13 PM 1:49
SECRETARY OF STATE
HALL MARKS ST. GEORGES