

CAPITAL CONNECTION, INC.

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

LO20000003524

Bay Beach VII, LLC

300004991273--3
-02/22/02--01056--010
****168.75 *****3.75

300004991273--3
-02/22/02--01056--011
****106.25 *****51.25

- 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

RECEIVED
02 FEB 22 11:04
DIVISION OF CORPORATION

- 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

APPROVED
AND
FILED
02 FEB 22 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
2-22-02

Signature _____

Requested by: *AW*

2/22

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BAY BEACH VII, LLC

1. Name. The name of the limited liability company is Bay Beach VII, 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 Company, and shall be managed by Co-Managers. The Co-Managers must concur in all actions of the Company and no action of the Company shall be valid unless 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.

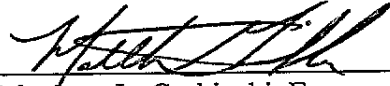
9. Certificated Interests. The members' interests in the Company may be evidenced by certificates, at the discretion of the manager.

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.

02 FEB 22 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

APPROVE
AND
FILED

02 FEB 22 PM 2:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA