

LO9000011938

Barkett & Garavaglia

CHARTERED

ATTORNEYS AT LAW

756 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963

BRUCE D. BARKETT
CALVIN B. BROWN
WILLIAM W. CALDWELL
SUSAN A. CALISTRI*
GEORGE G. COLLINS, JR.**
MICHAEL J. GARAVAGLIA
LISA N. THOMPSON***

PLEASE REPLY TO:
POST OFFICE BOX 64-3686
VERO BEACH, FLORIDA 32964-3686

772-231-4343
TELEFAX: 772-234-5213
INTERNET: CBC@VEROLAW.COM

5/10

May 6, 2002

MJH

*MASTER OF LAWS IN ESTATE PLANNING
**BOARD CERTIFIED REAL ESTATE LAWYER
***MASTER OF LAWS IN REAL PROPERTY DEVELOPMENT

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

600005503786--9
-05/10/02--01089--018
****155.00 ****155.00

Re: RCL - Windsor, LLC

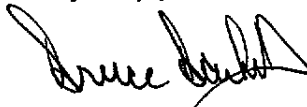
Dear Sir or Madam:

With regard to the above, enclosed is original and one (1) copy of Articles of Organization and my firm's check in the amount of \$155.00, which represents the filing fee, registered agent fee and certified copy fee.

Upon receipt and assignment of the Charter Number, please return to Bruce Barkett, Esq., Post Office Box 643686, Vero Beach, Florida 32964-3686.

If you have any questions or need additional information please call the undersigned at 772-231-4343. Thank you.

Very truly yours,



BRUCE BARKETT

/mjr
Enclosures

cc/enc: Mr. Robert C. Lyles, Jr.

FILED
02 MAY 10 AM 8:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
RCL - WINDSOR, LLC**

A Florida Limited Liability Company

**ARTICLE I
NAME**

The name of the Limited Liability Company is as follows:

RCL - WINDSOR, LLC

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company are as follows:

5099 North A1A, Suite A
Vero Beach, FL 32963

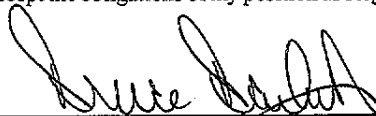
**ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE,
AND REGISTERED AGENT'S SIGNATURE**

The name and Florida street address of the Registered Agent are as follows:

Bruce Barkett, Esq.
Collins, Brown, Caldwell,
Barkett & Garavaglia, Chartered
756 Beachland Boulevard
Vero Beach, FL 32963

FILED
02 MAY 10 AM 8:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 the obligations of my position as Registered Agent as provided for in Chapter 608, F.S.

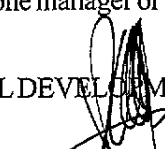


Bruce Barkett, Resident Agent

**ARTICLE III
MANAGEMENT
(Check box if applicable)**

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

RCL DEVELOPMENT, INC., a Florida corporation

By: 

Robert C. Lyles, Jr., President/Managing Member

(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.)

FILING FEES:

- \$ 100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)