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(Requestor's Name)

(Address)

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(Business Entity Name)

(Document Number)

Certified Copies 1 Certificates of Status

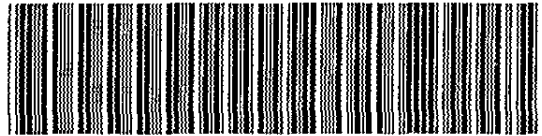
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MCCAFFREY & RAIMI, P.A.

5811 Pelican Bay Boulevard • Suite 206-A • Naples, Florida 34108

(941) 514-2800 • (941) 514-2777 (fax)

mccaffrey@moneylaw.com (e-mail)

www.moneylaw.com (web site)

January 10, 2003

Division of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Dear Sir or Madam:

Enclosed for filing please find:

1. Certificate of Conversion of Naples Vanderbilt Land Trust to Naples Vanderbilt C&M Investors, LLC, and
2. Articles of Organization of Naples Vanderbilt C&M Investors, LLC.

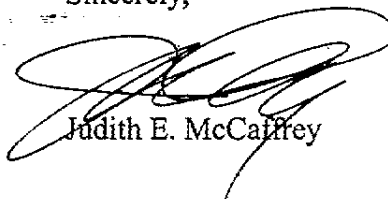
Request is also made that you send us, to the above address, a certified copy of the record following the filing of the foregoing documents.

Enclosed is check in the amount of \$180, in payment of the following items:

1. Certified Copy of Record - \$30
2. Filing Fee for New Florida LLC - \$100
3. Registered Agent Fee - \$25
4. Certificate of Conversion Fee - \$25

If you have questions regarding the foregoing, please contact me at the above number. Thank you for your kind assistance.

Sincerely,



Judith E. McCaffrey

Enclosures

Sarasota Office: 1800 Second Street • Suite 753 • Sarasota, Florida 34236

(941) 957-0733 • (941) 957-0449 (fax)

burt@moneylaw.com

CERTIFICATE OF CONVERSION

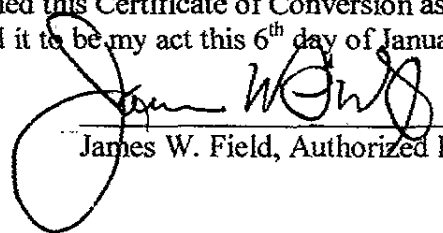
**CONVERSION OF NAPLES VANDERBILT LAND TRUST
TO
NAPLES VANDERBILT C&M INVESTORS, LLC**

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TALLAHASSEE, FLORIDA

In accordance with Section 608.439, Florida Statutes, the following matters are set forth:

- FIRST:** The name of the other entity, immediately prior to filing this Certificate of Conversion, was "Naples Vanderbilt Land Trust" (referred to herein as the "Other Entity").
- SECOND:** The Other Entity was created on October 20, 1998 in Florida.
- THIRD:** The name of the limited liability company is "Naples Vanderbilt C&M Investors, LLC (referred to herein as the "Company").
- FOURTH:** The effective date for the conversion of the Other Entity into the Company shall be the date upon which this Certificate of Conversion and the Articles of Organization of the Company are filed with the Department of State of the State of Florida.
- FIFTH:** The conversion of the Other Entity into the Company, a limited liability company organized under the laws of the State of Florida, has been approved as provided by the agreement governing the internal affairs of the Other Entity and the conduct of its business and the Articles of Organization and the Operating Regulations have been approved by the same authorization required to approve the conversion.

IN WITNESS WHEREOF, I have signed this Certificate of Conversion as an authorized representative of a member and acknowledged it to be my act this 6th day of January 2003.


James W. Field, Authorized Representative

ARTICLES OF ORGANIZATION OF
NAPLES VANDERBILT C&M INVESTORS, LLC

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

Article I — Name:

The name of the limited liability company is: Naples Vanderbilt C&M Investors, LLC (the "Company").

Article II — Address:

The mailing address and street address of the principal office of the Company is: 4099 Tamiami Trail North, Suite 305, Naples, Florida 34103.

Article III — Registered Agent and Registered Office:

The name and the Florida street address of the initial registered agent are: James W. Field, 4099 Tamiami Trail North, Suite 305, Naples, Florida 34103.

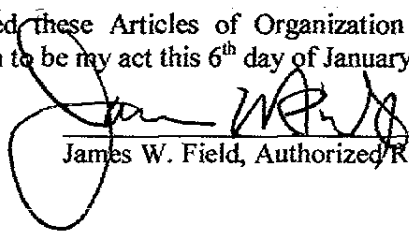
Article IV — Management:

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

Article V — Indemnification:

The Company may indemnify any manager, employee or agent of the Company to the full extent permitted by law.

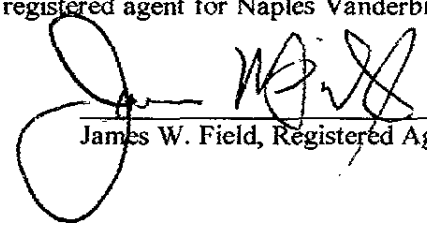
IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 6th day of January 2003.


James W. Field, Authorized Representative

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for Naples Vanderbilt C&M Investors, LLC at the place designated above. 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 for Naples Vanderbilt C&M Investors, LLC, as provided for in Chapter 608, F.S.

January 6, 2003


James W. Field, Registered Agent