

Dec. 3. 2003 3:48 PM

No. 1259 1/4

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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : LEO J. SALVATORI
Account Number : I20030000112
Phone : (239) 263-1480
Fax Number : (239) 649-0158

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Cape Coral 5B, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF
CAPE CORAL 5B, LLC**

The undersigned member hereby certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be **CAPE CORAL 5B, LLC**, (the "Company").

**ARTICLE II
ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this Company shall be 4001 Tamiami Trail N., Suite 350, Naples, Florida 34103.

**ARTICLE III
REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: LEO J. SALVATORI, 4001 Tamiami Trail N., Suite 330, Naples, Florida 34103.

**ARTICLE IV
DURATION**

This Company shall exist until December 31, 2053, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the Regulations adopted by the members.

**ARTICLE V
MANAGEMENT**

The Company will be managed by a manager in accordance with the Company's regulations. The name and address of the initial manager is as follows:

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<u>Name</u>	<u>Address</u>
TCL Realty, Inc.	4001 Tamiami Trail N. Suite 350 Naples FL 34103

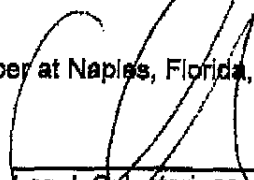
ARTICLE VI
MEMBERSHIP

The Manager shall have the right to admit new members upon making such contributions as are set out in the Regulations, and otherwise complying with and agreeing to the terms and provisions of the Regulations. Additional members may also be admitted by the affirmative vote or two-thirds of the membership.

ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The existence of the Company shall continue, notwithstanding the death, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company.

Executed by the undersigned member at Naples, Florida, on the 2nd day of December, 2003.



 Leo J. Salvatori, as authorized agent and attorney-in-fact for:
 TCL Realty, Inc.
 4001 Tamiami Trail N., Suite 350
 Naples FL 34103

State of Florida
County of Collier

This foregoing instrument was acknowledged before me this 2nd day of December, 2003, by Leo J. Salvatori, as authorized agent and attorney-in-fact for TCL Realty, Inc. He is personally known to me.



 Notary Public  My Commission DD062784
 Expires August 28, 2005

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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Typed, printed or stamped name of notary
My commission expires:

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CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

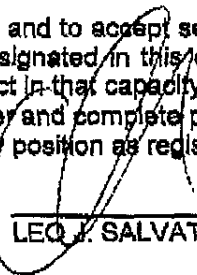
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is **CAPE CORAL 5B, LLC.**

The name of the initial registered agent of the limited liability company is **LEO J. SALVATORI**, and the address of the office of the registered agent is **4001 Tamiami Trail N., Suite 330, Naples, Florida 34103.**

REGISTERED AGENT ACCEPTANCE

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 that 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.



LEO J. SALVATORI

Date: December 2, 2003

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