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SEP 28 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 622301 10281A

AUTHORIZATION :

Patricia Tj

COST LIMIT : \$ 125.00

ORDER DATE : September 28, 2005

ORDER TIME : 10:53 AM

ORDER NO. : 622301-005

CUSTOMER NO: 10281A

CUSTOMER: Terry V. Broughton, Esq
Deboest, Stockman, Decker &
Broughton, P.a.
1415 Hendry Street

Fort Myers, FL 33901

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DOMESTIC FILING

NAME: 41 AND ALICO, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Jamela Fordyce - EXT. 2936

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY
OF
41 AND ALICO, LLC

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of this Limited Liability Company is 41 AND ALICO, LLC.

ARTICLE II
Address

The mailing address and street address of the principal office of the Limited Liability Company is: 7800 University Pointe Drive, Suite 100 Fort Myers, FL 33907.

ARTICLE III
Duration

The period of duration of the Limited Liability Company is in perpetuity except as may be terminated pursuant to the Limited Liability Operating Agreement.

ARTICLE IV
Registered Office and Agent

The initial registered office of this Company shall be 7800 University Pointe Drive, Suite 100 Fort Myers, FL 33907, Telephone: (239) 425-6000, and its initial registered agent at such office shall be Frank R. D'Alessandro.

ARTICLE V
Management

The Limited Liability Company shall be managed by a Manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain additional provisions for the regulation and management of the affairs of the Company consistent with law or these articles of organization. The names and addresses of the members of the Company are:

NAME

ADDRESS

Frank R. D'Alessandro

7800 University Pointe Drive, Suite 100
Fort Myers, FL 33907

Alex Eaton

1567 Hayley Lane
Fort Myers, FL 33907

Bruce Frankel

2000 Main Street, Suite 501
Fort Myers, FL 33901

Oculus Atlantic Holdings, LLC

380 Keenan Avenue
Fort Myers, FL 33919

Michael Haiken
Trustee of the Michael J. Haiken
Revocable Trust, under agreement
Dated August 4th, 1995

6017 Cocos Drive
Fort Myers, FL 33908

Tom Woodyard

7800 University Pointe Drive, Suite 100
Fort Myers, FL 33907

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ARTICLE VI
Admission of Additional Members

Additional members will be admitted only with the unanimous consent of all Members upon such terms as are unanimously agreed to by all Members.

ARTICLE VII
Members Rights to Continue Business

The remaining members of the Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

Dated this 27 day of September, 2005.

By: FRANK R. D'ALESSANDRO
FRANK R. D'ALESSANDRO

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the Limited Liability Company is 41 AND ALICO, LLC.
2. The name and address of the registered agent and office is:

FRANK R. D'ALESSANDRO
7800 University Pointe Drive, Suite 100
Fort Myers, FL 33907
Office: (239) 425-6000

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.

Dated: September 22, 2005

/ FRANK R. D'ALESSANDRO /
FRANK R. D'ALESSANDRO

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