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Patricia Pizzit

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CUSTOMER NO: 7103152

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Suite 300
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DOMESTIC FILING

NAME: LANDGROVE ASSOCIATES, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

6/8/99 CERTIFIED COPY
Name XX PLAIN STAMPED COPY
Availability XX DCC CERTIFICATE OF GOOD STANDING

Document CONTACT PERSON: Angie Glisar
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99 JUN -8 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5 pages

ARTICLES OF ORGANIZATION

OF

LAND GROVE ASSOCIATES, L.L.C.,
a Florida Limited Liability Company

FILED
99 JUN -8 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a Member and the Manager of a limited liability company to be organized under the Florida Limited Liability Company Act, adopts and submits the following Articles of Organization for such limited liability company:

Article I
COMPANY NAME

The name of the limited liability company (the "Company") shall be **LAND GROVE ASSOCIATES, L.L.C.**

Article II
PRINCIPAL PLACE OF BUSINESS

The initial mailing address and street address of the principal office of the Company shall be **756 Brentwood Point, Naples, Florida 34110.**

Article III
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered agent of the Company is **756 Brentwood Point, Naples, Florida 34110**, and the name of the initial registered agent at such address is **Dennis J. Lynch.**

Article IV
ADMISSION OF MEMBERS

Initially, the Company shall have THIRTEEN (13) Members. The Members of the Company may admit new members to the Company by vote of a majority in interest of the Members or by reason of a transfer of a membership interest in whole or in part, as more fully described in and subject to the terms, conditions and consent requirements set forth in the Regulations of the Company. Newly admitted members shall have all the rights and privileges as set forth in the Regulations of the Company.

Article V
EFFECTIVE DATE

The Company's effective date of existence shall begin on June 1, 1999.

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Article VI
DURATION

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or any other event that would terminate the continued membership of a Member in the Company, the remaining members shall have the right to unanimously agree to continue the business of the Company provided there are at least two (2) remaining Members.

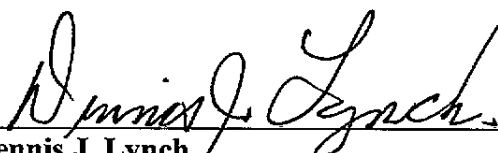
Article VII
ADOPTION OF REGULATIONS

The initial Regulations of the Company shall be adopted by the Company's initial Members. The Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

Article VIII
MANAGER

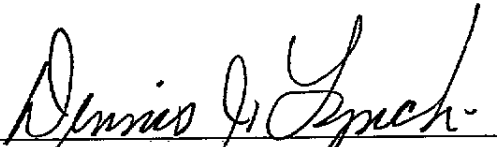
The company will be managed by a Manager who shall be designated, appointed or elected as more fully described in the Regulations. The initial number of Managers of the Company shall be one (1). The number of Managers may be increased or decreased in accordance with the terms of the Regulations. The name and business address of the person who shall serve as Manager until replaced in the manner set forth in the Regulations is: **Dennis J. Lynch, 756 Brentwood Point, Naples, Florida 34110.**

IN WITNESS WHEREOF, the undersigned, being a Member and the Manager of the Company has executed these Articles of Organization as of this 1st day of June, 1999, for the purpose of forming a limited liability company under the Florida Limited Liability Act .


Dennis J. Lynch,
Member and Manager

ACCEPTANCE BY REGISTERED AGENT

I, **DENNIS J. LYNCH**, having been designated to act as registered agent and to accept service of process for the above stated limited liability company at the place designated hereinabove, 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 am familiar with and accept the designations of my position as registered agent.

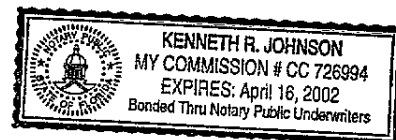

DENNIS J. LYNCH,
Registered Agent

STATE OF FLORIDA
COUNTY OF COLLIER

SWORN TO AND SUBSCRIBED before me on this 1st day of June, 1999, by **DENNIS J. LYNCH**, who is personally known to me.


Notary Public
Print Name: _____
State of Florida at Large
My Commission Expires:

(Notary Seal)



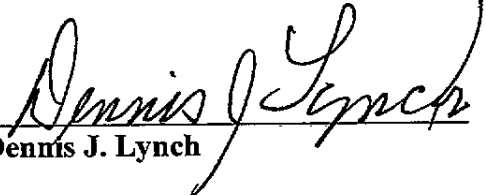
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF LAND GROVE ASSOCIATES, L.L.C.**

STATE OF FLORIDA
COUNTY OF COLLIER

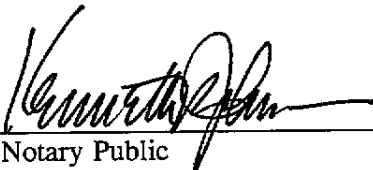
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TALLAHASSEE, FLORIDA

The undersigned, being a member of **LAND GROVE ASSOCIATES, L.L.C.**, a limited liability company to be organized under the Florida Limited Liability Company Act, being first duly sworn, hereby states the following:

1. The name of the Limited Liability Company (the "Company") is **LAND GROVE ASSOCIATES, L.L.C.** and the total amount of cash contributed by the members is \$1,600,000. None of the contributions include property.
2. The Company has at least two members of which the undersigned is one.
3. The total amount of cash and property contributed and anticipated amount of contributions by the members is **\$1,600,000.00**.


Dennis J. Lynch

ACKNOWLEDGED before me on this 1st day of June, 1999, by **DENNIS J. LYNCH**, who is personally known to me.



Notary Public

Print Name: _____

State of Florida at Large

My Commission Expires: _____

(Notary Seal)

