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REFERENCE : 609388 9440A

AUTHORIZATION : *Patricia Page*

COST LIMIT : \$ 337.50

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : November 21, 1997

ORDER TIME : 10:31 AM

ORDER NO. : 609388-005

CUSTOMER NO: 9440A

CUSTOMER: William A. Pfeuffer, Esq
BURZYNSKI & PFEUFFER

500002354045--8

1124 Goodlette Road

Naples, FL 33940

DOMESTIC FILING

NAME: BERKSHIRE RESERVE, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: *BJL*

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DIVISION OF CORPORATION

11/21/97

ARTICLES OF ORGANIZATION
OF
BERKSHIRE RESERVE, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be BERKSHIRE RESERVE, L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 1600 Wellesley Circle, Naples, Florida 34116.

ARTICLE III -- DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is William A. Pfeuffer, 1124 Goodlette Road, Naples, Florida 34102.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only as provided in the regulations of the company.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the

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company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent

ARTICLE VIII -- TERMINATION OF EXISTENCE


The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The 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 any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the manager of the company is:

NAME	ADDRESS
Glacid Investments, III, an Ohio limited liability company, by and through Jack Glaser, its authorized member	1600 Wellesley Circle Naples, Florida 34116

IN WITNESS WHEREOF, the undersigned authorized representative has made and subscribed these Articles of Organization at Naples, Florida, on this 14 day of November, 1997.

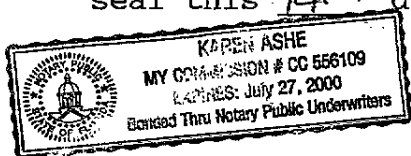

William A. Pfeuffer, authorized
representative

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared William A. Pfeuffer, to me well known to be the authorized representative of a member of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me

according to law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 14th day of November, 1997.



(SEAL)

Karen Ashe
Print Name:
Notary Public, State of Florida

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF COLLIER

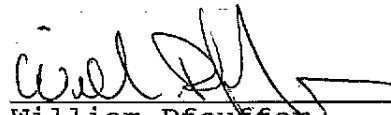
Pursuant to the provisions of Sections 608.415 and 608.407 (1) (d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is BERKSHIRE RESERVE, L.C.

The name of the registered agent for BERKSHIRE RESERVE, L.C., is William Pfeuffer and the street address of the company's principal office where the agent is located is 1124 Goodlette Road, Naples, Florida 34102.

This statement is to acknowledge that, as indicated above, BERKSHIRE RESERVE, L.C. has appointed me, William Pfeuffer, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 accepts the obligations of my position as registered agent.

Dated: 11-14-97



William Pfeuffer
Registered Agent

EXHIBIT "A"
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

STATE OF FLORIDA
COUNTY OF COLLIER

In compliance with Florida Statute section 608.407 (2) the undersigned authorized representative of a member of BERKSHIRE RESERVE, L.C., (the "Company"), deposes and says:

1. The Company identified above has at least two members.
2. The total estimated amount of cash contributed by the members is \$650,000.00. The partners acknowledge that the existing interest rate at the time of this Agreement may fluctuate, thus necessitating either an increase in the amount of capital contributions or a proportionate reduction in the capital contributions. In the event that any partner fails to make such subsequent capital contribution, the partners who have contributed their shares may consider any sums so advanced as loans to the partnership.
3. If any, the agreed value of property other than cash contributed by the members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$650,000.00. This total includes the amounts from 2 and 3 above.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Date: 11-14-97

William Pfeuffer
William Pfeuffer, authorized
representative of member

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared William Pfeuffer, to me well known to be the authorized representative of a member of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 14th day of November, 1997.

Karen Ashe
Print Name:

(SEAL)

Notary Public, State of Florida

