

L 990000002432

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

CDN Properties, L.L.C.

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WAB Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
☒ L.C. File Photo _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
☒ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
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**ARTICLES OF ORGANIZATION
OF
CDN PROPERTIES, L.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 CDN Properties, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 85 Little Harbour Lane, Naples, Florida 34102.

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 shall have perpetual existence until it is dissolved and its affairs wound up.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Paul K. Heuerman, Roetzel & Andress, Trianon Centre, Third Floor, 850 Park Shore Drive, Naples, Florida 34103.

ARTICLE V -- INITIAL CAPITAL CONTRIBUTIONS

The members of the Company shall make initial cash contributions to the capital of the Company as set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional future capital contributions to the Company as provided in the Regulations for the Company or otherwise by the unanimous consent of all the members.

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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 only transfer his or her interest in the Company as set forth in the regulations of the 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

Upon 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, the business of the Company may be continued by the consent of the remaining member or members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by the manager or managers elected or appointed by the members in accordance with the Regulations to be adopted by the members for the management of the business and affairs of the Company. These Regulations may contain any provision 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 initial Managers of the Company are:

NAME	ADDRESS
(a) Carl M. Nagel	325 Little Harbour Lane Naples, Florida 34102
(b) Dana L. Nagel	325 Little Harbour Lane Naples, Florida 34102

ARTICLE X - AMENDMENT

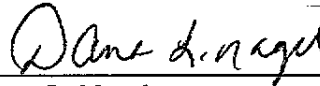
These Articles of Organization may be amended by the consent of all members, or as may otherwise be provided by law.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Naples, Florida, on this 22d day of April, 1999.

ORGANIZERS:



Carl M. Nagel



Dana L. Nagel

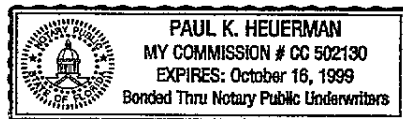
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STATE OF FLORIDA

COUNTY OF COLLIER

Sworn to and subscribed before me this 22 day of April, 1999 by Carl M. Nagel.





(Print Name)

Name: _____

Personally Known ☒ OR Produced Identified _____

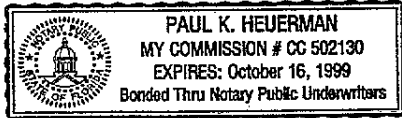
Type of Identification Produced: _____

(SEAL)

STATE OF FLORIDA

COUNTY OF COLLIER

Sworn to and subscribed before me this 22d day of April, 1999 by Dana L. Nagel.



Paul K H
(Print Name)
Name: _____

Personally Known ✓ OR Produced Identified _____

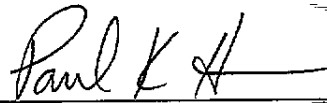
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of CDN Properties, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Paul K. Heuerman
Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

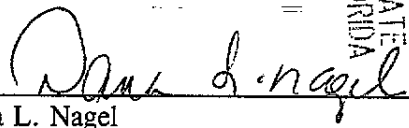
The undersigned members of CDN Properties, L.L.C. depose and say:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$2,000.00
3. The agreed value of property other than cash contributed by members is \$1,000,000.00. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by the members is \$1,002,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.



Carl M. Nagel



Dana L. Nagel

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(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

EXHIBIT "A"

<u>MEMBER</u>	<u>CAPITAL CONTRIBUTION</u>	<u>PERCENTAGE</u>
Carl M. Nagel	\$1,000.00 (Cash) \$500,000.00 (Real Property)	50%
Dana L. Nagel	\$1,000.00 (Cash) \$500,000.00 (Real Property)	50%