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Florida Department of State
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LIMITED LIABILITY COMPANY

LITTLE HARBOUR 16, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
LITTLE HARBOUR 16, 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 Little Harbour 16, L.L.C. (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 711 Fifth Avenue South, Suite 209, 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. Heurman, Roetzel & Andress, Trianon Centre, Third Floor, 850 Park Shore Drive, Naples, Florida 34103.

ARTICLE V - 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 operating agreement 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.

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ARTICLE VII - MANAGEMENT

The Company shall be managed by the manager or managers elected or appointed by the members in accordance with the operating agreement to be adopted by the members for the management of the business and affairs of the Company. The operating agreement 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 Manager of the Company is:

NAME

ADDRESS

Carl M. 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 has made and subscribed these Articles of Organization at Naples, Florida, on this 1st day of June, 2001.

MEMBER OR AUTHORIZED REPRESENTATIVE
OF A MEMBER:

Paul K. Heurman
Paul K. Heurman

STATE OF FLORIDA }

COUNTY OF COLLIER }

Sworn to and subscribed before me this 1st day of June, 2001 by Paul K. Heurman who is () personally known or () produced a drivers' license as identification.



Diane L. Komoroski
Commission # CC 978041
Expires Nov. 4, 2004
Bonded thru
Atlantic Bonding Co., Inc.

Diane L. Komoroski
Print Name: _____
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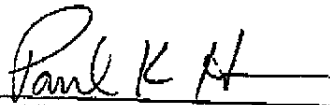
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Audit No. H01000070773 6

**ACCEPTANCE OF REGISTERED AGENT
OF
LITTLE HARBOUR 16, LLC**

The undersigned, being the person named in the Articles of Organization of Little Harbour 16, 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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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