

Division of Corporations

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Florida Department of State
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GATES MCVEY PROPERTY MANAGEMENT, L.L.C.

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
GATES McVEY PROPERTY MANAGEMENT, L.L.C.**

GATES McVEY PROPERTY MANAGEMENT, L.L.C., a Florida limited liability company, filed its original Articles of Organization with the Florida Department of State on January 3, 2000, and was assigned document number L00000000242.

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned, being a member of the Company, pursuant to a resolution duly adopted by its members, hereby adopts the following Amended and Restated Articles of Organization:

ARTICLE I-NAME

The name of this limited liability company shall be GATES McVEY PROPERTY MANAGEMENT, L.L.C. (the "Company").

ARTICLE II-MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is:

12810 Tamiami Trail North
Naples, Florida 34110

ARTICLE III-EFFECTIVE DATE

This limited liability company was organized on January 3, 2000, and shall terminate as provided for in the Operating Agreement.

ARTICLE IV- REGISTERED AGENT AND OFFICE

The name and street address of the registered agent of the Company is:

Name

Address

Todd E. Gates

c/o Gates McVey Capital Group, L.L.C.
12180 Tamiami Trail North
Naples, Florida 34110

ARTICLE V-PURPOSE

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be

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organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE VI-MANAGEMENT OF THE COMPANY

The Company shall be managed by not less than one (1) manager (the "Manager") and is, therefore, a manager-managed company. The following are the names and addresses of the Managers who shall serve as Managers of the Company until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
Gates McVey Capital Group, L.L.C.	12810 Tamiami Trail North Naples, Florida 34110
Michele Harrison	12810 Tamiami Trail North Naples, Florida 34110

ARTICLE VII-QUALIFYING BROKER

The Company shall have not less than one (1) qualifying broker (the "Qualifying Broker"). The following is the name and address of the Qualifying Broker who shall serve the Company in the manner as provided for in the Operating Agreement:

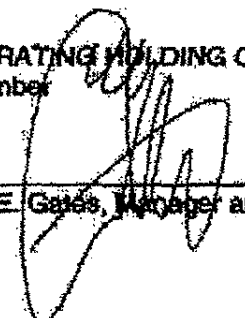
<u>Name</u>	<u>Address</u>
Michele Harrison	12810 Tamiami Trail North Naples, Florida 34110

ARTICLE VIII-OPERATING AGREEMENT

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned, being a Member of the Company, has duly executed these Amended and Restated Articles of Organization this 30th day of August 2006, and they are being filed in accordance with Section 608.411 of the Florida Statutes.

GM OPERATING HOLDING COMPANY,
LLC, Member

By: 
Todd E. Gates, Manager and President

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