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ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN, P.A.

ATTORNEYS AT LAW

ONE TAMPA CITY CENTER
SUITE 2100
P.O. BOX 3433 (ZIP 33601)
TAMPA, FLORIDA 33602
TELEPHONE: (813) 229-3321
FACSIMILE: (813) 223-9067

PELICAN BAY FINANCIAL CENTER
SUITE 300
8889 PELICAN BAY BOULEVARD
NAPLES, FLORIDA 34108
TELEPHONE: (941) 597-7088
FACSIMILE: (941) 597-6984

ONE UNIVERSITY PARK, SUITE 600
12800 UNIVERSITY DRIVE
P.O. BOX 60259 (ZIP 33906)
FT. MYERS, FLORIDA 33907
TELEPHONE: (941) 489-1776
FACSIMILE: (941) 489-2444

201 SOUTH MONROE STREET
SUITE 200
TALLAHASSEE, FLORIDA 32301
TELEPHONE: (850) 224-7668
FACSIMILE: (850) 224-7290

PLEASE REPLY TO:
NAPLES
(941) 597-7088
tgarl@annislaw.com

AVAILABLE FOR CONSULTATION
KÄRCEL, VOLLHARDT & PARTNER
KURFÜRSTENDAMM 36
D-10719 BERLIN, GERMANY
011-49-30-885-7710
FAX: 011-49-30-881-1308

February 3, 2000

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****125.00 *****125.00

Re: Ross W. McIntosh, L.C.
Our File No: 10985.002

Dear Sir or Madam:

Enclosed herewith please find the Articles of Organization for the above-referenced limited liability company for filing. Our firm's check in the amount of \$125.00 is enclosed for the required filing fee.

If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

Thomas B. Garlick

TBG/jpw
Enclosures

cc: Mr. Ross W. McIntosh

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

ROSS W. McINTOSH, L.C.

1. Name. The name of this limited liability company is ROSS W. McINTOSH, L.C. (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Business. The mailing address and street address of the Company's principal office is 800 Laurel Oak Drive, Suite 200, Naples, Florida 34108.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Thomas B. Garlick. The street address of the initial registered agent of the Company is 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.

6. Management of the Company. The management of the Company is reserved to its members. The Company shall be managed in accordance with the Operating Agreement adopted by all of the members.

7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

8. 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.

9. Voting. The Company is authorized to issue membership units with voting rights and membership units without voting rights.

10. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.


11. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the nontransferring members do not approve the transfer, the transferee of the interest of the

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transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

The undersigned executed these Articles of Organization effective as of the 3rd day of February, 2000. (In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

MEMBER:



Ross W. McIntosh

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Thomas B. Garlick

Dated: February 3, 2000.

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