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Parrish, White, Lawhon & Moore, P.A.
ATTORNEYS AT LAW

JOHN P. WHITE

ANTHONY M. LAWHON
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February 11, 2000

VIA FEDERAL EXPRESS, OVERNIGHT DELIVERY

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-02/16/00-01088-001

****125.00 ****125.00

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

Re: ***New Filing: Gates McVey Properties, L.L.C.***

Dear Sir or Madam:

Enclosed for filing are the following items with respect to the above-referenced limited liability company:

1. Original and one (1) copy of the Articles of Organization;
2. Certificate of Designation of Registered Agent; and
3. Our firm's check in the amount of \$125.

If additional information or documentation is necessary, please let me know. Please direct all correspondence and/or inquiries to our office.

Very truly yours,

PARRISH, WHITE, LAWHON & MOORE, P.A.


Michael G. Moore

Enclosures

cc: Steve Robison, via hand delivery

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION
OF
GATES MCVEY PROPERTIES, L.L.C.

The undersigned, pursuant to §608.407, Florida Statutes, adopt the following Articles of Organization for such limited liability company.

ARTICLE I – Name

The name of the limited liability company is Gates McVey Properties, L.L.C.

ARTICLE II – Duration

The period of duration for the limited liability company shall be perpetual.

ARTICLE III – Address

The mailing address and street address of the principal office of the limited liability company is: c/o Steve Robison, 5405 Park Central Court, Naples, Florida 34109.

ARTICLE IV – Management

The limited liability company is to be managed by one or more Managing Members, to be elected annually by a majority vote of the Members. The names and addresses of the initial Managing Member is as follows:

Gates McVey Capital Group, L.L.C.
c/o Steve Robison
5405 Park Central Court
Naples, Florida 34109

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TALLAHASSEE FLORIDA

ARTICLE V – Registered Agent

The initial street address of the initial registered office of the limited liability company is: Parrish, White, Lawhon & Moore, P.A., 2171 Pine Ridge Road, Ste. D., Naples, Florida 34109. The initial registered agent at such address shall be Jon D. Parrish.

ARTICLE VI – Admission of Additional Members

The right of the Members to admit additional Members and the terms and conditions of the admissions shall be as follows: No person may be admitted as a Member unless each Member consents in writing to the admission of the additional Member.

ARTICLE VII – Members Rights to Continue Business

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the limited liability company, the remaining Member(s) may elect to continue the business by the unanimous consent of all remaining Members within ninety (90) days of such event.

IN WITNESS WHEREOF, the undersigned has executed these Articles or Organization at Naples, Collier County, Florida on this ___ day of February, 2000.

Gates McVey Properties, L.L.C.,
a Florida limited liability Company

By: Gates McVey Capital Group, L.L.C.,
a Florida limited liability company

By: Steve Robison
Steve Robison, Managing Member

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TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT**

Registered Agent/Registered Office

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

ONE: The name of the limited liability company is Gates McVey Properties, L.L.C. The mailing address of the corporation is: Steve Robison, Gates McVey Capital Group, L.L.C., 5405 Park Central Court, Naples, Florida 34109.

TWO: The name and address of the Registered Agent is:

Jon D. Parrish
Parrish, White, Lawhon & Moore, P.A.
2171 Pine Ridge Road, Ste. D.
Naples, Florida 34109

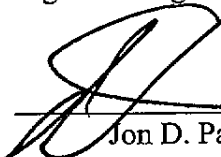
Executed this ___ day of February, 2000.

Gates McVey Properties, L.L.C.,
a Florida limited liability Company

By: Gates McVey Capital Group, L.L.C.,
a Florida limited liability company

By: 
Steve Robison, Managing Member

Having been named as Registered Agent to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the 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 accept the obligations of my position as Registered Agent.



Jon D. Parrish

Dated: 2/11/00

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TALLAHASSEE FLORIDA