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February 17, 2000

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of Counsel

Also admitted in Michigan
Also admitted in New York
Also admitted in Kentucky
Also admitted in New Jersey
Board Certified Tax Attorney

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

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Re: Soave-York Development, LLC.
Our File Number: 4407.001

Dear Reader:

Enclosed you will find an original and one (1) copy of the Articles of Organization for Soave-York Development, LLC. together with our firm's check in the sum of \$155.00 representing the filing fee due the Secretary of State. Please deliver these Articles to the Secretary of State for filing as soon as possible.

Kindly return to my attention a certified copy of said Articles of Organization.

If you have any questions regarding this matter, please feel free to contact me. Thank you for your assistance and cooperation.

Very truly yours,

Name	TREISER, KOBZA & LIEBERFARB, CHTD.
Availability	
Document Examiner	Leslie L. Hood, Paralegal
Updater	For The Firm
Updater	e-mail-llbrowning@tkvnaples.com
Verifier	/llh DCC
Attachments	Enclosures DCC
W. P. Verifier	

Leslie L. Hood

Transactions/Soave, York Development, LLC. 4407.001/Letter To Secretary Of State Re Filing Of Articles Of Organization

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION
OF
SOAVE-YORK DEVELOPMENT, LLC.

ARTICLE I
NAME

The name of the Limited Liability Company (the "Company") is: SOAVE-YORK DEVELOPMENT, LLC.

ARTICLE II
ADDRESS

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

SOAVE-YORK DEVELOPMENT, LLC
2043 Trade Center Way
Naples, Florida 34109

ARTICLE III
DURATION

The duration for the Company shall be perpetual.

ARTICLE IV
REGISTERED AGENT AND OFFICE

The name of the Company's initial registered agent in Florida is Mr. John F. Soave and the address of the Company's registered agent in Florida is 2043 Trade Center Way, Naples, Florida 34109.

ARTICLE V
MANAGEMENT

The Company is to be managed by the members and the name and address of the Managing Member is: John F. Soave, Inc., 2043 Trade Center Way, Naples, Florida 34109.

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DIVISION OF CORPORATIONS
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**ARTICLE VI
ADMISSION OF NEW MEMBERS**

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of the contribution by new members at the time the new members are admitted.

**ARTICLE VII
MEMBERS RIGHTS TO CONTINUE BUSINESS**

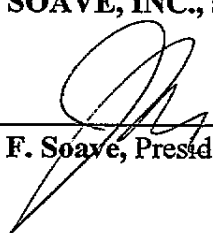
The Company may continue its business operations upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability Company only upon the unanimous approval of the remaining members.

**ARTICLE VIII
TRANSFERABILITY OF MEMBER'S INTEREST**

A member's interest in the Company shall not be transferred unless the transfer is approved by the members in accordance with the Company's Regulations.

IN WITNESS WHEREOF, the undersigned have executed these Articles of
Organization this 17 day of February, 2000.

JOHN F. SOAVE, INC., a Florida Corporation,

By: 
John F. Soave, President

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: SOAVE-YORK DEVELOPMENT, LLC.
2. The name and the Florida street address of the registered agent and registered office are:
John F. Soave, 2043 Trade Center Way, Naples, Florida 34109.

Having been named as registered agent and 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.



John F. Soave, Registered Agent