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REFERENCE : 619023 11599A

AUTHORIZATION : Patricia Pizento

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FILED
00 MAR 10 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 9, 2000

ORDER TIME : 4:33 PM

ORDER NO. : 619023-005

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CUSTOMER NO: 11599A

CUSTOMER: Bruce Bounds, Esq
BRUCE M. BOUNDS, ESQ
BRUCE M. BOUNDS, ESQ
Suite 630, Ponce De Leon Bldg.
2121 Ponce De Leon Boulevard
Coral Gables, FL 33134-5222

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W. P. Verifier	

DOMESTIC FILING

NAME: SANCTUARY 8, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED
00 MAR 10 AM 8:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
SANCTUARY 8, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, chapter 608, Florida Statutes, hereby acknowledge and file the following Articles of Organization:

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the limited liability company is Sanctuary 8, L.L.C. (the "Company").

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Company will commence on March 3, 2000.

ARTICLE III. DURATION (Continuity of Life)

The Company's existence shall continue until dissolved as provided in these Articles of Organization. The right, if given, of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member not a natural person, or the occurrence of any other event which terminates the continued membership of a member in the Company shall be:

The Company shall be dissolved upon the occurrence of any one of the foregoing events, unless the business of the Company is continued by a majority in interest of the remaining

members.

ARTICLE IV. PURPOSE AND POWERS

This Company may engage in any activity or business permitted under the laws of the United States and Florida, and shall have all powers permitted for a limited liability company under the laws of the State of Florida, as now existing or hereafter amended.

ARTICLE V. PRINCIPAL OFFICE

The principal place of business of the Company shall be 2975 South Horseshoe Drive, Naples, FL 34104, and such other place or places as the member(s) may from time to time determine. The mailing address of this Company shall be: 2121 Ponce de Leon Boulevard, Suite 630, Coral Gables, FL 33134-5222.

ARTICLE VI. ADMISSION OF NEW MEMBERS **(Transferability Of Interests)**

The right, if given, of the remaining members to admit additional members, and the terms and conditions of the admissions shall be:

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations 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 of the other members of the Company, other than the member proposing to dispose

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of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the Company shall be Bruce M. Bounds, Esquire. The street address of the initial registered agent is 2121 Ponce de Leon Blvd., Suite 630, Coral Gables, FL 33134-5222.

ARTICLE VIII. MANAGEMENT (Management By Members)

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names addresses of the members of the Company are:

NAME

ADDRESS

Marilyn Steele, President, 251 Crandon Boulevard, Apt N° 104, Key Biscayne, FL 33149

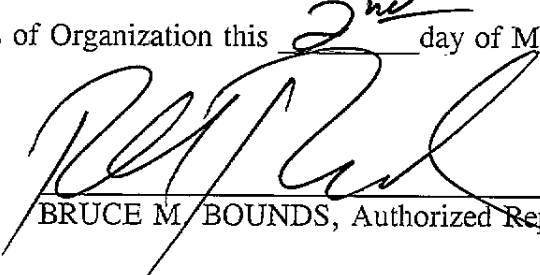
Ana Kaiser, Treasurer, 2698 44th Terrace, S.W., Naples, FL 34116

ARTICLE IX. AMENDMENTS

The Company reserves the right to amend, alter, change, or repeal any provision in these Articles of Organization in the manner prescribed by law, and all rights conferred on members are subject to this reservation. Every amendment shall be approved by the holders of a majority in interest of the members, or in such other manner as may be provided by law.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizer as authorized representative
of a member has executed these Articles of Organization this 2nd day of March, 2000.



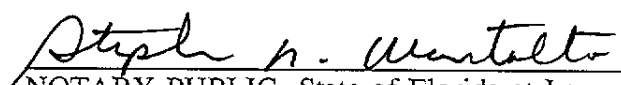
BRUCE M. BOUNDS, Authorized Representative

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

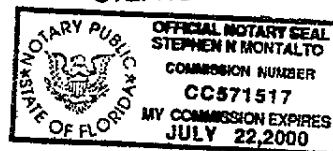
SS

The foregoing instrument was acknowledged before me this 2nd day
of March, 2000 by Bruce M. Bounds, who is personally known to me, or who has provided a
Florida Driver's License as identification, who did execute the foregoing Articles of
Organization, as an Authorized Representative, for the purposes set forth therein.



NOTARY PUBLIC, State of Florida at Large
Serial No.

STEPHEN N. MONTALTO



00 MAR 10 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of sections 608.415, 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.

1. The name of the limited liability company is: Sanctuary 8, L.L.C.
2. The name and address of the registered agent and office is: Bruce M. Bounds, Esquire, at
2121 Ponce de Leon Boulevard, Suite 630, Coral Gables, FL 33134-5222.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


BRUCE M. BOUNDS, Registered Agent

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