

Woodward, Pires & Lombardo, P.A.

ATTORNEYS-AT-LAW

March 1, 2000
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Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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** Board Certified City,
County and Local
Government Attorney
*** Also admitted in
Indiana and Georgia
**** Also admitted in
Pennsylvania

Re: Southwest Florida Opportunity Fund, L.L.C.

Dear Sir or Madame:

Enclosed you will find an original and one copy of the Articles of Organization for Southwest Florida Opportunity Fund, L.L.C.

Please file this document as provided by law and return to the undersigned the enclosed copy as well as the Certificate of Organization.

Also enclosed is a check in the amount of \$160.00 representing the \$100.00 filing fee for this company, the \$25.00 Registered Agent Designation fee, \$30.00 for a Certified Copy and \$5.00 for a Certificate of Status.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

John A. Garner

John A. Garner

JAG\

Enclosures

c: Patrick Moorton w/ enc.

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Please Respond to: Pelican Bay

Pelican Bay 801 Laurel Oak Dr., Suite 710, Naples, FL 34108 (941) 566-3131 Fax (941) 566-3161
Marco Island 606 Bald Eagle Dr., Suite 500, P.O. Box 1, Marco Island, FL 34146 (941) 394-5161 Fax (941) 642-6402

Articles of Organization of Southwest Florida Opportunity Fund, L.L.C.

The undersigned certifies that more than one person have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. It is further declared that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **Southwest Florida Opportunity Fund, L.L.C.**, and its principal office shall be located at 2223 Trade Center Way, Naples, FL 34109, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company shall be 2223 Trade Center Way, Naples, FL 34109.

ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant

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to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

**ARTICLE III
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

**ARTICLE IV
CONTINUITY**

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE V
MANAGEMENT**

This limited liability company shall be managed by one manager. The name and address of the person who shall serve as manager until the first meeting of the members is Patrick Moorton, 2223 Trade Center Way, Naples, FL 34109

**ARTICLE VI
AGENCY POWERS OF MEMBERS**

Every member of this company has the express and specific agency power to bind the entity only when the member is acting pursuant to written resolutions or memorandum of this entity.

**ARTICLE VII
DURATION**

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

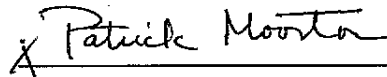
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**ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is Patrick Moorton and the name of the company's initial registered agent at that address is 2223 Trade Center Way, Naples, FL 34109.

The undersigned, being an authorized representative of one of the members of the limited liability company, certifies that this instrument constitutes the Articles of Organization of Southwest Florida Opportunity Fund, L.L.C.

Executed by the undersigned at Naples, Florida, on March 1st, 2000.



Patrick Moorton

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STATE OF FLORIDA }
COUNTY OF COLLIER }

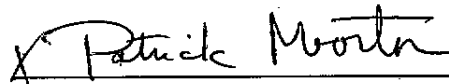
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Southwest Florida Opportunity Fund, L.L.C.

The name of the registered agent for Southwest Florida Opportunity Fund, L.L.C. is Patrick Moorton and the street address of the company's principal office where the agent is located is 2223 Trade Center Way, Naples, FL 34109.

This statement is to acknowledge that, as indicated above, Southwest Florida Opportunity Fund, L.L.C., appointed me, Patrick Moorton as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: March 1st, 2000.



Patrick Moorton

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