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Florida Department of State
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LIMITED LIABILITY COMPANY

Ogee Associates, LLC

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ARTICLES OF ORGANIZATION
OF
OGEE ASSOCIATES, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Ogee Associates, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 12146 Collier s Reserve Drive, Naples, Florida 34110.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization or in the Company's operating agreement.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are Robert C. Gebhardt, Esquire, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108-2709.

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on 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 operating agreement 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 of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII -- TERMINATION OF EXISTENCE

The Company shall be dissolved upon the occurrence of events specified in the Company's operating agreement.

ARTICLE VIII -- MANAGEMENT


The Company shall be managed by a manager in accordance with the 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

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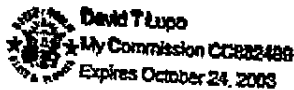
or these articles of organization. The name and address of the initial manager of the Company are Fred Roth, 12146 Collier's Reserve Drive, Naples, Florida 34110.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Naples, Florida, on this 29th day of March, 2000.


Robert C. Gebhardt, Esquire

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to and subscribed before me this 29th day of March, 2000, by Robert C. Gebhardt.




Notary Public -- State of Florida

David T. Lupo
Print, Type, or Stamp
Commissioned Name of Notary Public

Personally Known P OR Produced Identification all

Type of Identification Produced all

(SEAL)

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DIVISION OF CORPORATIONS
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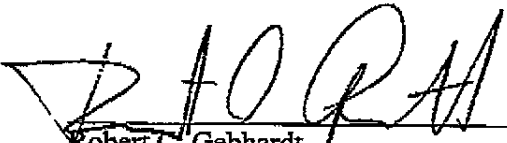
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Ogee Associates, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent.

Date: March 29, 2000


Robert C. Gebhardt
Registered Agent

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