

Division of Corporations

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Florida Department of State
 Division of Corporations
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From: Account Name : JOHN P. WHITE, P.A.
 Account Number : 103243001632
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LIMITED LIABILITY COMPANY

Encore Commercial Development, L.L.C.

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ARTICLES OF ORGANIZATION
OF
ENCORE COMMERCIAL DEVELOPMENT, L.L.C.

The undersigned, pursuant to Section 608.407 Florida Statutes, as amended, does hereby adopt the following Articles of Organization for such limited liability company (the "Company").

ARTICLE I – Name

The name of the Limited Liability Company is **Encore Commercial Development, L.L.C.**, and the street and mailing address of the Company is: c/o Stephen Robison, 5405 Park Central Court, Naples, Florida 34109.

ARTICLE II – Registered Office

The street address of the initial registered office of the Company shall be **Parrish, White, Lawhon & Moore, 2171 Pine Ridge Road, Ste. D., Naples, Florida 34109**, and the name of the initial registered agent at that address shall be **Jon D. Parrish**.

ARTICLE III – Duration

The period of duration for the Company shall be perpetual

ARTICLE IV – Management

The Company is to be managed by a manager or managers the name(s) and address(s) of the manager(s) is/are:

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

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Prepared By: John P. White
Parrish, White, Lawhon & Moore, P.A.
5121 Castello Drive, Suite 2
Naples, Florida 34103
Florida Bar No. 170000
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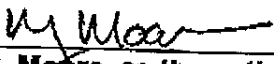
ARTICLE V – Admission of Additional Members

The right, if given, 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 VI– Members Rights to Continue Business

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 Company, the remaining members 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 of Organization at Naples, Collier County, Florida on this 28th day of April, 2000.


Michael G. Moore, as the authorized representative
of Gates McVey Capital Group, L.L.C., Member

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above Company at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.


Jon D. Parrish

4/28/00
Date

Prepared By: John P. White
Parrish, White, Lawhon & Moore, P.A.
5121 Castello Drive, Suite 2
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Florida Bar No. 170000
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