

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100 Tallahassee, Florida 32302
(850) 224-8870 • 1-800-322-062 • Fax (850) 224-1222

Glenbrook Ventures, LLC

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***155.00 ***155.00

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ✓ L.C. File *Cert*
- ___ Fictitious Name File *W-11948*
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ✓ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

RECEIVED
00 MAY -5 AM 11:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 MAY -9 PM 12:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

LM 5/5 9:28

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 8, 2000

CAPITAL CONNECTION
ATTN: LM

SUBJECT: GLENBROOK VENTURES, LLC
Ref. Number: W00000011948

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00 MAY -9 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for GLENBROOK VENTURES, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 700A00025413

Corrected

RECEIVED
00 MAY -9 AM 10:14
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

GLENBROOK VENTURES, LLC.

A LIMITED LIABILITY COMPANY

(Pursuant to s. 607.407, Florida Statutes)

1. Name. The name of the limited liability company is GLENBROOK VENTURES, LLC..

2. Purpose. The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.

3. Address of Principle Office. The address of the registered office of the limited liability company is 3700 S. Tamiami Trail, Suite 230, Sarasota, FL 34239

4. Term. Term of this LLC shall be perpetual.

5. Members at Time of Formation. There will be at least one member at the time the limited liability company is formed.

6. Period of Duration. The period of duration shall be perpetual.

7. Management. Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Members:

2975 Development Corporation, a Florida Corporation
3700 S. Tamiami Trail, Suite 230
Sarasota, FL 34239

Fidelity Properties, Ltd., a Florida Limited Partnership
6665 Cristina Maria Drive
Orlando, FL 32835

8. Additional Members. The names and addresses of additional members are as follows:

NONE

9. Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

10. Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any

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TALLAHASSEE FLORIDA

other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company

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Angus C Rogers

2975 Development Corporation, Angus Rogers, Pres.
Member

STATE OF FLORIDA)
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared ANGUS ROGERS, as President of 2975 Development Corporation, who is well known to be the person described in and who executed the above instrument, and who did freely and voluntarily acknowledge before me according to law the execution of the same for the uses and purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in said County, and State this 4th day of May, 2000.

NOTARY PUBLIC
KATHLEEN L. ZAMPELLA
COMMISSION # CC752862
EXPIRES JUL 05, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

Kathleen L. Zampella
NOTARY PUBLIC

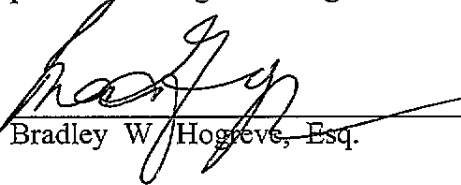
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

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. Name. The name of the limited liability company is GLENBROOK VENTURES, LLC.
2. Registered Office. The address of the registered office of the limited liability company is 3700 S. Tamiami Trail, Suite 201, Sarasota, FL 34239.
3. Registered Agent. Bradley W. Hogreve, Esq., is appointed, and by his signature below accepts appointment, to act as the Registered agent of GLENBROOK VENTURES, LLC..

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.



Bradley W. Hogreve, Esq.

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00 MAY -9 PM 12:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA