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Via Federal Express:

(850) 414-5500

May 4, 2000

Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

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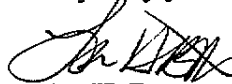
Re: Articles of Organization for Villas Sienna, LLC

Dear Clerk:

Enclosed is an original and one copy of the Articles of Organization for Villas Sienna, LLC. Also enclosed is check number 2355 in the amount of \$160.00 to cover the filing fee, designation of registered agent, certified copy, and certificate of status.

Please file the articles and return a certified copy for our records. Thank you for your attention and consideration.

Very truly yours,



Lisa H. Barnett
For the Firm

Enclosure

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ARTICLES OF ORGANIZATION FOR VILLAS SIENNA, LLC

Article I - Name

The name of the Limited Liability Company is Villas Sienna, LLC.

Article II - Address

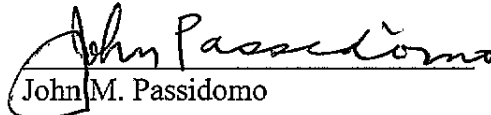
The mailing address and street address of the principal office of the Limited Liability Company is: 5811 Pelican Bay Blvd. Suite. 208, Naples, Florida 34108 and the principal business office in the State of Florida is 5811 Pelican Bay Blvd., Suite 208, Naples, Florida 34108.

Article III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

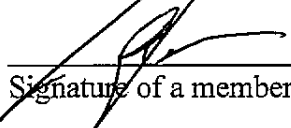
John M. Passidomo
821 Fifth Avenue South Suite 201
Naples, Florida 34102

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 as provided for in chapter 608, F.S..


John M. Passidomo

Article IV - Management

The Limited Liability Company is to be managed by one manager or more than one managers and is, therefore, a manager - managed company


Signature of a member or an authorized representative of a member

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

Stephen D. Coleman

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