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April 26, 2000

Via Regular U.S. Mail

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/01/00--01157--020
****125.00 ****125.00

Re: Southern Bay Properties, LLC

Dear Sir or Madam:

Enclosed for filing the above-referenced limited liability company with the Division of Corporations are the following:

1. The Articles of Organization;
2. The Certificate of Designation of Registered Agent; and
3. A check in the amount of \$125.00 which represents the Division's filing fee.

Please direct any further inquiries concerning this matter to the above address and phone number. If you should have any questions, please do not hesitate to call.

Respectfully,

QUARLES & BRADY LLP

Nicole M. Marginian
Nicole M. Marginian

OR acceptance

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	NMM:ejt DCC
Acknowledgement	Enclosures as stated DCC
W. P. Verifier	DCC

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7 pages
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May 12, 2000

Via Regular U.S. Mail

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: *Southern Bay Partners, LLC*

Dear Sir or Madam:

Please find enclosed the following documents regarding registering the above-referenced limited liability company:

1. Your letter dated May 9, 2000, stating that a correction is required to the application;
2. The Articles of Organization for Southern Bay Partners, LLC.
3. A signed Certificate of Designation and Acceptance of Registered Agent.

Please return all correspondence concerning the matter to the above address. I thank you in advance for your assistance. If you should have any questions or problems, please do not hesitate to call.

Respectfully,

QUARLES & BRADY LLP

Nicole M. Marginian

NMM:ejt
Enclosures as stated



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 9, 2000

NICOLE M. MARGINIAN
QUARLES & BRADY LLP
4501 TAMiami TRAIL NORTH, SUITE 300
NAPLES, FL 34103-3060

SUBJECT: SOUTHERN BAY PROPERTIES, LLC
Ref. Number: W00000012143

We have received your document for SOUTHERN BAY PROPERTIES, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 400A00025786

**ARTICLES OF ORGANIZATION OF
SOUTHERN BAY PARTNERS, LLC**

The undersigned hereby executes the foregoing document 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. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be **SOUTHERN BAY PARTNERS, LLC.**

ARTICLE II

ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this limited liability company shall be 1473 Via Portofino, Naples, FL 34108.

ARTICLE III

REGISTERED AGENT

The name and address of the initial registered agent in the State of Florida are as follows: Naples Lawdock, Inc., 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

ARTICLE IV

DURATION

This limited liability company shall exist perpetually unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the regulations adopted by its members.

ARTICLE V

MANAGEMENT

This limited liability company shall be managed by its members, MIJUS DEVELOPMENT CORPORATION, INC., a Colorado corporation, and SOUTHERN BAY HOMES, INC., a Florida corporation.

FILED
00 MAY 16 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

RESTRICTIONS ON MEMBERSHIP

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

ARTICLE VII

MEMBERS' RIGHT TO CONTINUE BUSINESS

The existence of the limited liability company will terminate upon 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, however, the remaining members shall have the right to continue the existence of the limited liability company upon the unanimous consent of such remaining members.

Executed by the undersigned at Naples, Florida, on April 24, 2000.

(Corporate Seal)

MIJUS DEVELOPMENT CORPORATION
INC., a Colorado corporation

By: Robert A. Holmes
ROBERT A. HOLMES, President and
Authorized Representative

FILED
00 MAY 16 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

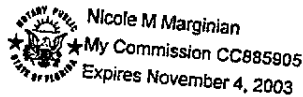
(Corporate Seal)

SOUTHERN BAY HOMES, INC., a Florida
corporation

By: Mark Bagley
Mark Bagley, President and Authorized
Representative

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 24 day of April 2000, by **ROBERT A HOLMES**, President, and Authorized Representative for **MIJUS DEVELOPMENT CORPORATION, INC.**, a Colorado corporation, on behalf of **SOUTHERN BAY PARTNERS, LLC**, a limited liability company, who ☒ is personally known to me or ☐ who produced a driver's license as identification.

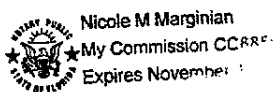


(SEAL)

Nicole M Marginian
Name: Nicole M. Marginian
Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this _____ day of April 2000, by **MARK BAGLEY**, President, and Authorized Representative for **SOUTHERN BAY HOMES, INC.**, a Florida corporation, on behalf of **SOUTHERN BAY PARTNERS, LLC**, a limited liability company, who ☒ is personally known to me or ☐ who produced a driver's license as identification.



(SEAL)

Nicole M Marginian
Name: Nicole M. Marginian
Notary Public
My Commission Expires:

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is **SOUTHERN BAY PARTNERS, LLC.**

The name of the initial registered agent of the limited liability company is NAPLES-LAWDOCK, INC., c/o Quarles & Brady, 4501 Tamiami Trail North, Suite 300, Naples, FL 34103-3060.

REGISTERED AGENT ACCEPTANCE

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

NAPLES-LAWDOCK, INC.,
Registered Agent

By: LEO J. SALVATORI
Its: Vice President

Date: May __, 2000

FILED
00 MAY 16 PM 4:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE