



THE UNITED STATES
CORPORATION
COMPANY

000000005655

ACCOUNT NO. : 072100000032

REFERENCE : 700235 4218B

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 17, 2000

ORDER TIME : 9:41 AM

ORDER NO. : 700235-005

CUSTOMER NO: 4218B

CUSTOMER: Ms. Stephanie M. Harris
ROETZEL & ANDRESS
ROETZEL & ANDRESS
2320 First Street
Suite 1000
Fort Myers, FL 33901

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DOMESTIC FILING

NAME: PARAMOUNT GULF COAST
PROPERTIES, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

FILED
00 MAY 17 PM 12:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
00 MAY 17 AM 11:34
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION
OF
PARAMOUNT GULF COAST PROPERTIES, L.L.C.**

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

ARTICLE I - NAME

The name of the Limited Liability Company shall be Paramount Gulf Coast Properties, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 2400 First Street, Suite 202, Fort Myers, Florida 33901.

ARTICLE III - COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon filing and shall continue until December 31, 2045, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Christopher P. Janson, 2400 First Street, Suite 202, Fort Myers, Florida 33901.

ARTICLE V - INITIAL CAPITAL CONTRIBUTIONS

The member(s) of the Company shall make initial contributions to the capital of the Company in the aggregate amount of \$1,000.00.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional future capital contributions to the Company as provided in the Regulations of the Company or otherwise by the unanimous consent of all the members.

ARTICLE VII - 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 only transfer his or her interest in the Company as

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set forth in the Regulations 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 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 VIII - DISSOLUTION OF COMPANY

Upon the death, insanity, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote or written consent of those members owning a majority of the capital and profits of the Company as contemplated in Rev. Proc. 94-46.

ARTICLE IX - MANAGEMENT

The Company shall be a member-managed company. The Company shall be managed by the manager or managers elected or appointed by the members in accordance with the Regulations to be adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial Manager(s) of the Company are:

	<u>NAME</u>	<u>ADDRESS</u>
(a)	Christopher P. Janson	2400 First Street, Suite 202 Fort Myers, Florida 33901
(b)	David R. Zorn	2400 First Street, Suite 202 Fort Myers, Florida 33901

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ARTICLE X AMENDMENT

These Articles of Organization may be amended by consent of all members, or as may otherwise be provided by law.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Fort Myers, Florida, on this 16th day of May, 2000.

ORGANIZER:



Christopher P. Janson

STATE OF FLORIDA
COUNTY OF LEE)

The foregoing instrument was sworn to, subscribed and acknowledged before me this
16th day of May, 2000, by Christopher P. Janson, He is personally known to me or has produced
_____ (type of ID) as identification.



Print Name: Stephanie Harris

Notary Public - State of Florida

Serial No.: CC 796380

My Commission Expires:

12-21-2002

(SEAL)



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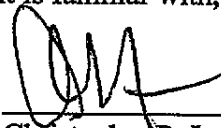
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of Paramount Gulf Coast Properties, L.L.C. in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.



Christopher P. Janson

Dated: May 16, 2000

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