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ACCOUNT NO. : 072100000032

REFERENCE : 714113 9725B

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 125.00

ORDER DATE : May 30, 2000

ORDER TIME : 3:35 PM

ORDER NO. : 714113-005

700003271047--0

CUSTOMER NO: 9725B

CUSTOMER: Ms. Janet Cardenas
ROETZEL & ANDRESS
ROETZEL & ANDRESS
Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

DOMESTIC FILING

NAME: MIDPOINT CENTER, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

5/31
FILED
00 MAY 30 AM 8:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
00 MAY 30 PM 3:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
MIDPOINT CENTER, LLC**

a Florida Limited Liability Company

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 Midpoint Center, LLC (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 12995 South Cleveland Avenue, Suite 214, Fort Myers, Florida 33907.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Mark J. Price, Esq., Roetzel & Andress, 850 Park Shore Drive, Third Floor, Naples, Florida 34103.

ARTICLE V -- 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 set forth in the Operating Agreement 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.

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TALLAHASSEE FLORIDA

ARTICLE VI -- TERMINATION OF EXISTENCE

Upon the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, the business of the Company may be continued by the consent of the remaining member or members.

ARTICLE VII -- MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the manager of the Company is:

NAME

ADDRESS

North American Properties - Southeast,
Inc., a Florida corporation

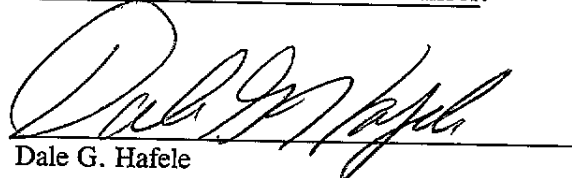
12995 South Cleveland Avenue
Suite 214, Fort Myers, FL 33907

ARTICLE VIII - AMENDMENT

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


IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Fort Myers, Florida, on this 12th day of May, 2000.

Authorized Representative of a Member:


Dale G. Hafele

STATE OF FLORIDA)
) ss:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 12th day of May, 2000, by Dale G. Hafele, as an authorized representative of a Member of Midpoint Center, LLC. He is (X) personally known to me or () has produced _____ as identification.


NOTARY PUBLIC
Name: SUSAN J. JONES
(Type or Print)
My Commission Expires: 10/16/2000



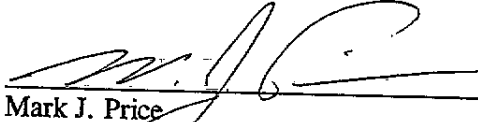
Susan Janeen Jones
My Commission CC594041
Expires Oct 16, 2000

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00 MAY 30 AM 8:39
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TALLAHASSEE FLORIDA

MIDPOINT CENTER, LLC

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Midpoint Center, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.


Mark J. Price
Registered Agent

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