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JAMES F. CAUDILL
J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
KRISTIN M. CONROY, L. M.
DAVID N. MORRISON

MORRISON & CONROY
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
20013 1st Avenue North, Suite 400
NAPLES, FLORIDA 34103
(941) 649-5200

TELECOPIER (941) 649-8140
<http://www.morrisonconroy.com>

June 20, 2000

Secretary of State
The Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-06/21/00--01112--003
***155.00 ***155.00

Re: **Articles of Organization of Baywest Properties, L.L.C., a Florida limited liability company**

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced limited liability company. Also enclosed you will find our check in the amount of One Hundred Fifty-five Dollars (\$155.00) to cover the following costs:


1. \$ 100.00 - Filing Fee;
2. \$ 25.00 - Designation of Registered Agent;
3. \$ 30.00 - Certified Copy of the Articles of Organization.

TOTAL AMOUNT DUE - \$155.00




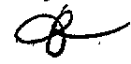
Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.


Diane Whitacre
Paralegal

Encl.

L00-7447
Name: **CR 624**
Avail: 




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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BAYWEST PROPERTIES, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is Baywest Properties, L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 4600 St. Croix Lane, Naples, Florida 34109. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is Frank P. Potestio, Jr., who is a natural person at least eighteen (18) years old.

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**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Edward S. Finkelstein
17842 Argyll Terrace
Boca Raton, Florida 33496

Morton M. Finkelstein, Trustee of the
Morton M. Finkelstein Trust or Any Successor, Trustees,
Under a Trust Agreement dated August 17, 1989
17079 Darlington Court
Boca Raton, Florida 33496

Raleigh J. Finkelstein, Trustee of the
Raleigh J. Finkelstein Trust or Any Successor Trustees,
Under a Restated Trust Agreement dated
September 23, 1998
315 Pheasant Lane
Zephyr Cove, Nevada 89448

Frank P. Potestio, Jr.
4288 Silver Fox Drive
Naples, Florida 34419

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**ARTICLE VII
ADMISSION OF NEW MEMBERS**

The Company may admit new members as provided in the Company's operating agreement.

**ARTICLE VIII
DISSOLUTION**

Section 8.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least two (2) remaining members. If a dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote at a properly called member meeting, or in writing.

**ARTICLE IX
DISTRIBUTIONS**

Section 9.01 Interim Distributions

The Company may make interim distributions of property to its members as agreed by all of the members.

Section 9.02 Winding-Up Distributions

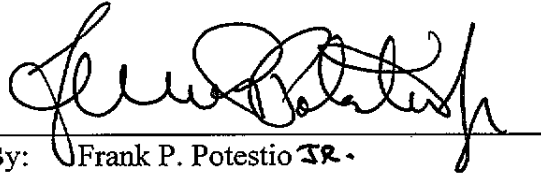
The Company may make winding-up distributions of property to its members as agreed by all of the members.

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TALLAHASSEE, FLORIDA

ARTICLE XI
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 16th day of June, 2000.



By: Frank P. Potestio Jr.
Its: Managing Member

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**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 IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Baywest Properties, L.L.C.
2. The name and address of the registered agent and office is:

J. Thomas Conroy, III
Morrison & Conroy, P.A.
3838 Tamiami Trail North, Suite 402
Naples, Florida 34103

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TALLAHASSEE, FLORIDA

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 accept the obligations of my position as registered agent.

(Signature)

June ____, 2000

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