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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 25, 2000  
PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE

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PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE

SUBJECT: MIROPLEX PROPERTIES, L.L.C.  
REF: W00000018557

00 JUL 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 606, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6020.

Tammi Cline  
Document Specialist

FAX Aud. #: H00000039128  
Letter Number: 700A00040576

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
MIROPLEX PROPERTIES, L.L.C.**

1. **Name.** The name of this limited liability company is Miroplex Properties, L.L.C., a Florida limited liability company (the "Company").
2. **Duration.** The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. **Place of Business.** The mailing and street address of the Company's principal office is 10801 Corkscrew Road, Suite 199, Estero, Florida 33921.
5. **Registered Agent and Office.** The name of the initial registered agent of the Company is Pete Doragh. The street address of the initial registered agent of the Company is Annis Mitchell Cockey Edwards & Roehn, P.A. 12800 University Drive, Suite 600, Fort Myers, Florida 33906.
6. **Contributions to the Company.** The total amount of cash initially contributed to the Company by the members is one thousand dollars (\$1,000). No additional contributions have been agreed upon.
7. **Additional Members.** Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
8. **Termination of Membership.** Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.
9. **Management of the Company.** The Company shall be managed by a member or members in accordance with the regulations adopted by all of the members. The name and address of the initial member are:

Miromar Development Corporation  
10801 Corkscrew Road, Suite 199  
Estero, Florida 33921

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10. **Regulations.** The member or members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

11. **Voting.** The Company is authorized to issue membership units with voting rights and membership units without voting rights.

12. **Certificated Interests.** The members' interests in the Company shall be evidenced by certificates.

The undersigned executed these Articles of Organization on the 24th day of July, 2000.

Member:

Mironar Development Corporation

By: 

Jerry Schumyer, Executive Vice  
President


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**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for Miroplex Properties, L.L.C., at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Pete Doragh, Registered Agent

Dated: July, 24, 2000

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TALLAHASSEE, FLORIDA

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