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ACCOUNT NO. : 072100000032

REFERENCE : 803292 82724A

AUTHORIZATION : *Patricia Pizito*

MJH

COST LIMIT : \$ 155.00

ORDER DATE : August 18, 2000

ORDER TIME : 11:37 AM

ORDER NO. : 803292-005

CUSTOMER NO: 82724A

CUSTOMER: Andrea Hebda, Secretary
Morrison & Conroy

3838 Tamiami Trail North
Suite 402
Naples, FL 34103-3507

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 18 PM 2:13

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DOMESTIC FILING

NAME: EDMONT DEVELOPMENT, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

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**ARTICLES OF ORGANIZATION
OF
EDGEMONT DEVELOPMENT, L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

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**ARTICLE I
NAME**

The name of this limited liability company is EDGEMONT DEVELOPMENT, 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 5405 Park Central Court, Naples, Florida 34109. The Company's registered agent is David N. Morrison, 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 Stephen V. Robison who is a natural person at least eighteen (18) years old.

**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 Member 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 names and addresses of the Managing Members (collectively "Managing Member") are:

EDGEMONT DEVELOPMENT, L.C.
Articles of Organization
Page 1 of 3

Gates McVey Capital Group, L.L.C.
5405 Park Central Court
Naples, Florida 34109

Larry Manning, L.C.
26130 Mandevilla Drive
Bonita Springs, Florida 34134

ARTICLE VII CONTRIBUTIONS

The members in the aggregate have contributed to the Company Ten Thousand Dollars (\$10,000.00) in cash.

ARTICLE VIII ADMISSION OF NEW MEMBERS

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

ARTICLE IX DISSOLUTION

Section 9.01 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 one (1) remaining 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 X DISTRIBUTIONS

Section 10.01 Interim Distributions

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

Section 10.02 Winding-Up Distributions

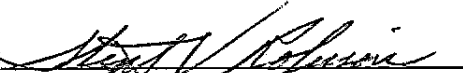
The Company may make winding-up distributions of property to its members as agreed by all of the members.

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 17 day of August, 2000.

Gates McVey Capital Group, L.L.C., a Florida
limited liability company

By: 

Stephen V. Robison

Its: Managing Member

(corporate seal)


**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: EDGEMONT DEVELOPMENT, L.C.
2. The name and address of the registered agent and office is:

David N. Morrison
Morrison & Conroy, P.A.
3838 Tamiami Trail North, Suite 402
Naples, Florida 34103

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)

August 17, 2000