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Via Federal Express:

(850) 414-5500

September 7, 2000

Secretary of State

Division of Corporations

The Capitol, PL-2

Tallahassee, Florida 32399-0250

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****160.00 ****160.00

Re: Articles of Organization for Majestic West-Banyan, LLC, a Florida limited liability company

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Organization for Majestic West-Banyan, LLC. Also enclosed is check number 2627 in the amount of \$160.00 to cover the filing fee, and the cost of a certified copy of the Articles.

Please file the Articles and return a certified copy for our records. Thank you for your attention and consideration.

Very truly yours,



Lisa H. Barnett

For the Firm

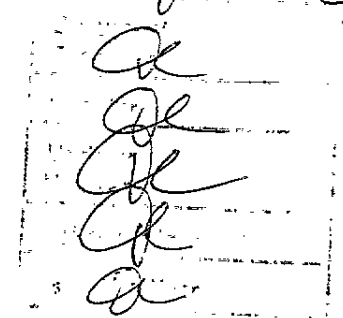
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LHB/skg

Enclosure

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FILED
00 SEP 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Majestic West-Banyan, LLC

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$ 100.00 Filing fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy
\$ 5.00 Certificate of Status

From: Stephen D. Coleman
Majestic West, LLC
5811 Pelican Bay Blvd., Suite 208
Naples, Florida 34108
(941) 566-2719

FILED
00 SEP 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
MAJESTIC WEST-BANYAN, LLC**

FILED
00 SEP 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of the Limited Liability Company is Majestic West-Banyan, LLC.

Article II - Address

The mailing address and street address of the principal office of the Limited Liability Company is: 5811 Pelican Bay Blvd. Suite. 208, Naples, Florida 34108 and the principal business office in the State of Florida is 5811 Pelican Bay Blvd., Suite 208, Naples, Florida 34108.

Article III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

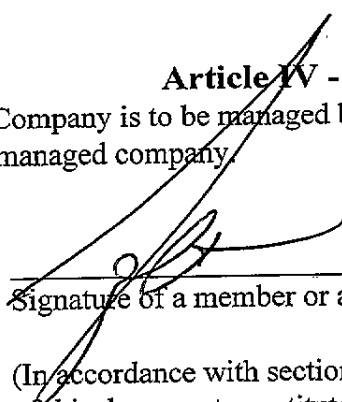
John M. Passidomo
821 Fifth Avenue South Suite 201
Naples, Florida 34102

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 and accept the obligations of my position as registered agent as provided for in chapter 608, F.S..


John M. Passidomo

Article IV - Management

The Limited Liability Company is to be managed by one manager or more than one managers and is, therefore, a manager - managed company.


Signature of a member or an authorized representative of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Stephen D. Coleman