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September 15, 2000

MJH

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-09/18/00--01069--004  
\*\*\*\*155.00 \*\*\*\*155.00

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

Re: **Articles of Organization of Bay Colony Development Group, 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:

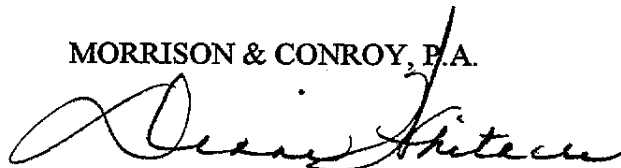
1. \$ 100.00 - Filing Fee;
2. \$ 25.00 - Designation of Registered Agent;
3. \$ 30.00 - Certified Copy of the Articles of Organization.

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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 18 PM 1:21

Encl.

**ARTICLES OF ORGANIZATION  
OF  
BAY COLONY DEVELOPMENT GROUP, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of this limited liability company is Bay Colony Development Group, L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II  
REGISTERED OFFICE**

The principal office and mailing address of the Company is 26811 South Bay Drive, Suite 350, Bonita Springs, Florida 34134.

**ARTICLE III  
REGISTERED AGENT**

The Company's registered agent is J. Thomas Conroy, III, whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

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DIVISION OF CORPORATIONS  
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#### **ARTICLE IV 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:

Pelican Bay Developments, Inc., a Florida corporation  
26811 South Bay Drive, Suite 350  
Bonita Springs, Florida 34134

K. R. Jennings & Associates, Inc., a Florida corporation  
28812 Winthrop Circle  
Bonita Springs, Florida 34134

Scott R. Whitney  
6045 Cocos Drive  
Ft. Myers, Florida 33908

#### **ARTICLE V DURATION**

The Company shall have perpetual duration.

#### **ARTICLE VI 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 VII ADMISSION OF NEW MEMBERS**

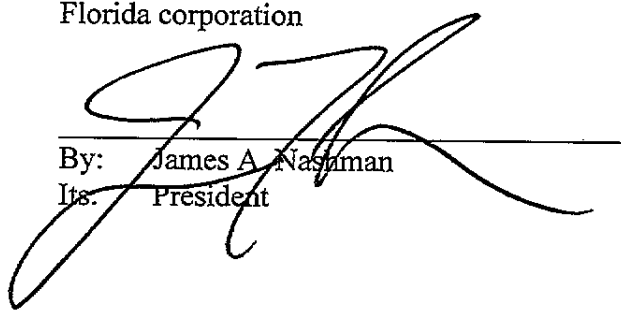
The Company may admit new members as provided in the Company's operating agreement.

**ARTICLE VIII**  
**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 14<sup>th</sup> day of September, 2000.

PELICAN BAY DEVELOPMENTS, INC., a  
Florida corporation

  
By: James A. Nashman  
Its: President

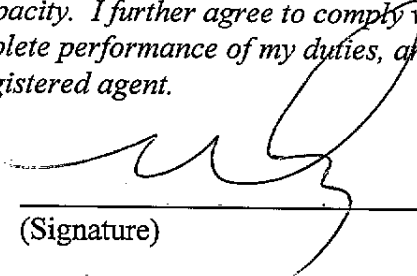
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

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: Bay Colony Development Group, 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

*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)

September 14, 2000