

CSC **THE UNITED STATES CORPORATION COMPANY** **00000012244**

ACCOUNT NO. : 072100000032

REFERENCE : 856831 10250A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 125.00

FILED
00 OCT -9 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 6, 2000

ORDER TIME : 8:30 AM

ORDER NO. : 856831-005

CUSTOMER NO: 10250A

CUSTOMER: Ms. Chris L. Wohlbrandt
Vogel Law Office

400003418294-5

Suite B, midwest Title Building
3936 Tamiami Trail North
Naples, FL 34103-3592

DOMESTIC FILING

NAME: OLDE NAPLES SEAPORT, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

00-12244
02/09
[initials]

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
OLDE NAPLES SEAPORT, LLC

ARTICLE I
NAME

The name of the Limited Liability Company is: **Olde Naples Seaport, LLC**

ARTICLE II
ADDRESS

The mailing address and the street address of the principal office of the Limited Liability Company is:

700 Eleventh Street South, Suite 202
Naples, Florida 34102

ARTICLE III
DURATION

The period of duration of the Limited Liability Company shall be perpetual or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by a Manager and the name and address of such Manager who is to serve as Manager until a successor is elected and qualified is:

Midwest Homes, Inc.
700 Eleventh Street South, Suite 202
Naples, Florida 34102

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TALLAHASSEE, FLORIDA

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ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

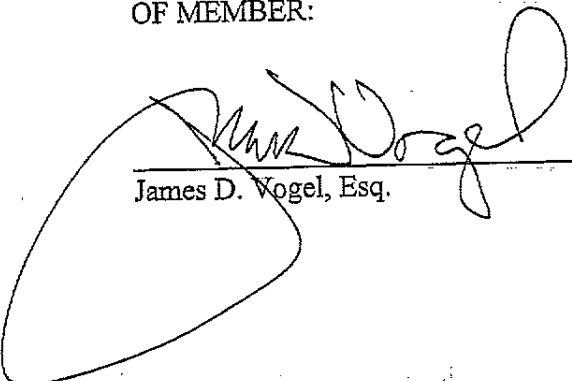
Upon approval by 51% of the Members, the company is authorized to issue additional units in the company and to admit Additional Members to the Company.

ARTICLE VI
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

These Articles are executed this 6th day of October, 2000 by an undersigned Member of the Company, pursuant to Florida Limited Liability Company Act, Florida Statute §608.401 et seq.

AUTHORIZED REPRESENTATIVE
OF MEMBER:



James D. Vogel, Esq.

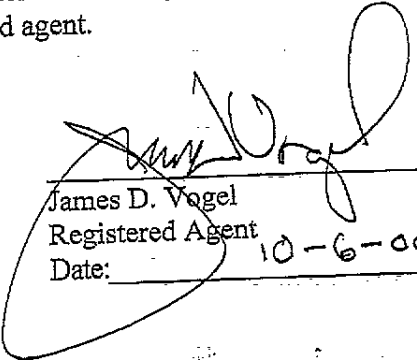
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 PR 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE
STATE OF FLORIDA:

1. The name of the Limited Liability Company is: **Olde Naples Seaport, LLC**
2. The name and address of the registered agent and office is:

James D. Vogel, Esq.
Vogel Law Office, P.A.
3936 Tamiami Trail North, Suite B
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 and accept the obligations of my position as registered agent.


James D. Vogel
Registered Agent
Date: 10-6-00