

L0000000/3841

October 11, 2000

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000003427220-3
-10/17/00-01036-010
****155.00 ****155.00

Re: Cardinal Management Group of Florida, LLC

Dear Sir or Madam:

Enclosed are Articles of Organization for Florida Limited Liability Company and Certificate of Designation of Registered Agent/Registered Office for Cardinal Management Group of Florida, LLC for filing.

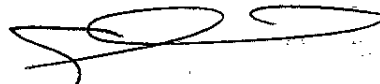
Also enclosed is check in the amount of \$155.00 which represents:

- Filing fee \$100.00
- Registered Agent Fee 25.00
- Certified Copy Fee 30.00

Kindly process these documents and return the certified copy at your earliest convenience.

FILED
NOV -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,



Mark J. Woodward, Esq.

MJW:jml
Enclosures: as noted

801 Laurel Oak Dr., Ste. 710
Naples, Fl. 34108

L00-13841
eff. 11-7



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 19, 2000

MARK WOODWARD
801 LAUREL OAK DRIVE, SUITE 710
NAPLES, FL 34108

SUBJECT: CARDINAL MANAGEMENT GROUP OF FLORIDA, LLC
Ref. Number: W00000025347

We have received your document for CARDINAL MANAGEMENT GROUP OF FLORIDA, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on October 17, 2000. Please amend your document accordingly.

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

Letter Number: 800A00054961

FILED
NOV -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: Cardinal Management Group of Florida, LLC.

ARTICLE II - Address:

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

800 5th Avenue S. (Suite 203), Naples, FL 34102.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Fifty (50) years commencing on November 7th, 2000, and ending on November 7th, 2050.

ARTICLE IV - Initial Registered Agent:

The initial registered agent is: Mark J. Woodward, Esquire, Woodward Pires & Lombardo
801 Laurel Oak Drive (Suite 710), Naples, FL 34108.

ARTICLE V - Management:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Cardinal Management Group of South Florida, Inc., a Florida corporation,
800 5th Avenue S. (Suite 203), Naples, FL 34102.

ARTICLE VI - Admission of Additional Members:

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NOV -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI – Admission of Additional Members:

The right, is given of the members to admit additional members and the terms and conditions of the admission shall be:

Additional members may be admitted with approval of all existing members subject to terms and conditions of the Operating Agreement of the company on the date of such admission.

ARTICLE VII – Members Rights to Continue Business:

The right, if given of the remaining members of the limited liability company 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 shall be:

Remaining member(s) may continue the business subject to the terms and provisions of the Regulations of the Company on the date of such termination.

Cardinal Management Group of Florida, LLC

By: Cardinal Management Group of South Florida, Inc.

By:

Thomas Mazzei, President

Signature of a member or an authorized representative of a member.

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

THOMAS MAZZEI, PRESIDENT

Typed or printed name of signee

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NOV -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Cardinal Management Group of Florida, LLC.
2. The name and the Florida street address of the registered agent is:

Mark J. Woodward, Esquire
Woodward Pires & Lombardo
801 Laurel Oak Drive (Suite 710)
Naples, FL 34108

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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mark J. Woodward

Signature

FILED
NOV -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA