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MORRISON & CONROY
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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DAVID N. MORRISON

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<http://www.morrisonconroy.com>

August 2, 2000

Via Federal Express

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

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-08/03/00--01081--005
****155.00 ****155.00

Re: Articles of Organization for
Vanderbilt Bank Center, L.L.C.

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 is a check in the amount of \$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.

| | |
|-----------------------|-----|
| Name Availability | |
| Document Examiner | DCC |
| Updater | DCC |
| Updater Verifier | DCC |
| Encl. to no judgement | DCC |
| W.P. Verifier | DCC |

Very truly yours,

MORRISON & CONROY, P.A.

Andrea L. Hebda

Andrea L. Hebda
Secretary to David N. Morrison

Approval from Banking

FILED
00 NOV - 8 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L000000 19670

L000000 14251

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November 7, 2000

JAMES F. CAUDILL
J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
KRISTIN M. CONROY, LL. M.
DAVID N. MORRISON

Via Federal Express

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

**Re: Articles of Organization for
Vanderbilt Commercial Center, L.L.C.**

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced limited liability company. The attached Articles **replace** those originally filed under Document Number W00000019670 (Vanderbilt Bank Center, L.L.C.). Please apply the \$155.00 already sent to you toward the filing fees for this company.

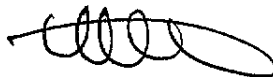
You are already in receipt of \$155.00 to cover the following costs:

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

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.



Michele Wothe Caswell
Secretary to David N. Morrison

Encl.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 9, 2000

ANDREA L. HEBDA
MORRISON & CONROY
3838 TAMiami TRAIN NORTH, SUITE 402
NAPLES, FL 34103

SUBJECT: VANDERBILT BANK CENTER, L.L.C.
Ref. Number: W00000019670

We have received your document for VANDERBILT BANK CENTER, L.L.C. and your check(s) totaling \$155.00. However, the document has not been filed and is being retained in this office for the following:

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 410-9111.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 500A00042978

**ARTICLES OF ORGANIZATION
OF
VANDERBILT COMMERCIAL CENTER, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

FILED
00 NOV - 8 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this limited liability company is Vanderbilt Commercial Center, L.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 533 Turtle Hatch Lane, Naples, Florida 34103. The Company's registered agent is David N. Morrison, Esq., 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 Mark C. Bates 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 Member as further provided in the Company's operating agreement. No Member other than the Managing Member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, who, individually, shall have that authority. The name and address of the Managing Member is:

Mark C. Bates
533 Turtle Hatch Lane
Naples, Florida 34103

ARTICLE VII CONTRIBUTIONS

The Member in the aggregate have contributed to the Company One Thousand Dollars (\$1,000.00) in cash.

ARTICLE VIII DISSOLUTION

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. 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, if any, or their duly authorized attorneys-in-fact. The consent may be by vote, at a properly called Member meeting, or in writing.

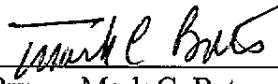
ARTICLE IX DISTRIBUTIONS

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

ARTICLE X
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 7th day of November, 2000.


By: Mark C. Bates
Its: Managing Member

00 NOV - 8 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

FILED
00 NOV - 8 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTIONS 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: Vanderbilt Commercial Center, L.L.C.
2. The name and address of the registered agent and office is:

David N. Morrison, Esq.
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.



David N. Morrison, Esq.

November 7th 2000