

L010000001524

January 24, 2001

Florida Division of Corporations  
D.W. McKinnon, Division Director  
409 East Gaines St.  
Tallahassee, FL 32399

500003575055--8  
-01/25/01--01086--005  
\*\*\*\*130.00 \*\*\*\*130.00

RE: Incorporation of Limited Liability Company

Dear Sirs:

Enclosed are: (2) Articles of Organization and check in payment of fees for the following:

Filing Fee	\$100.00
Registered Agent	\$ 30.00
	<u>      </u>
	\$130.00

FILED  
01 JAN 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please return the certified copy of these Articles of Organization to our office.

Sincerely,

Vincent Scire , Managing Member  
Bayhaven , LLC

Enclosure

L01-1524  
DL

**ARTICLES OF ORGANIZATION  
FOR  
BAYHAVEN, LLC  
A LIMITED LIABILITY COMPANY**

**ARTICLE I**

The Name of the Limited Liability Company is:

**BAYHAVEN, LLC**

**ARTICLE II**

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

**4392 Corporate Square Blvd.  
Naples, Florida 34104**

**ARTICLE III**

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

The period of the company's existence shall be perpetual beginning on the date of the filing of these articles of organization with the Secretary of State of the State of Florida unless it is sooner terminated under the terms of the operating agreement.

FILED  
01 JAN 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IV**

The Limited Liability Company is to be managed by a manager or managers and the name and address of such manager who is to serve as manager is:

**Vincent Scire  
4392 Corporate Square Blvd.  
Naples Florida 34104**

**ARTICLE V**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be, as set forth in the operating agreement.

## ARTICLE VI

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 membership of a member in the limited liability company shall be:

The remaining Members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which terminates the continued membership of a Member in the limited liability company, only by the affirmative unanimous vote of the remaining Member(s), within ninety (90) days after the occurrence of such event. If not so exercised, the right of the Member(s) to continue the business of the Company shall expire and the Company's affairs shall be wound up.

## ARTICLE VII

The undersigned member or authorized representative of a member of Bayhaven, L. C., certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the member(s) is \$200.00
3. if any, the agreed value of the property other than cash contributed by member(s) is ( a description of the property is attached and made a part hereto.) and; \$0.00
4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$60,000.00

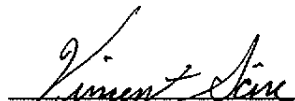
## ARTICLE VIII

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

Vincent Scire  
222 Carica Road  
Naples, Florida 34108

FILED  
01 JAN 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered 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.*

  
\_\_\_\_\_  
Vincent Scire

Dated: 1/24/01

Vincent Scire

**Signature of a member or an authorized  
representative of a member: Vincent Scire**

(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.)

FILED

01 JAN 25 PM 5:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA