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ACCOUNT NO. : 072100000032

REFERENCE : 122662 4718535  
*Patricia Riggs*

AUTHORIZATION :

COST LIMIT : \$ 130.00

ORDER DATE : April 20, 2001

ORDER TIME : 11:59 AM

ORDER NO. : 122662-005

200004044402--6

CUSTOMER NO: 4718535

CUSTOMER: Joshua M. Bialek, Esq  
Porter Wright Morris & Arthur

Suite 300  
5801 Pelican Bay Boulevard  
Naples, FL 34108

DOMESTIC FILING

NAME: PARK SHORE, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS: *4801*

RECEIVED  
01 APR 23 PM 12:54  
DIVISION OF CORPORATION  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 APR 23 PM 1:48

APPROVED  
AND  
FILED

ARTICLES OF ORGANIZATION  
OF  
PARK SHORE, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Park Shore, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the initial principal office of the Company shall be 3033 Riviera Drive, Suite 202, Naples, Florida 34103.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization or in the Company's operating agreement.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are E. Michael Kilbourn, 3033 Riviera Drive, Suite 202, Naples, Florida 34103.

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the majority written consent of a majority of the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless majority in interest of the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by the unanimous written consent.

01 APR 23 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

ARTICLE VI -- WITHDRAWAL OF MEMBERS

A member of the Company may withdraw from the Company upon the unanimous prior consent of a majority of the nonwithdrawing members of the Company.

ARTICLE VII -- TERMINATION OF EXISTENCE

The Company shall be dissolved upon the occurrence of events specified in the Company's operating agreement.

ARTICLE VIII -- MANAGEMENT

The Company shall be managed by a manager in accordance with the operating agreement adopted by the members for the management of the business and affairs of the Company. This operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial manager of the Company are E. Michael Kilbourn, 3033 Riviera Drive, Suite 202, Naples, Florida 34103.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Naples, Florida, on this 20 day of April, 2001.

E. Michael Kilbourn  
E. Michael Kilbourn

STATE OF FLORIDA  
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT was acknowledged before me this 20 day of April, 2001, by E. Michael Kilbourn, who is personally known to me or who has produced \_\_\_\_\_ as identification and who took an oath, acknowledging that the above and foregoing is true and correct and that it was executed freely and voluntarily for the purposes expressed therein.

Debbie Ann Lee  
Notary Public  
Commission Expiration Date \_\_\_\_\_  
Commission No. \_\_\_\_\_  
01 APR 23 PM 1 41  
RECEIVED  
FILED  
APPROVED  
AND  
FILED  
Debbie Lee  
My Commission CC827858  
Expires April 19, 2003

PARK SHORE, LLC

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of PARK SHORE, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent.

Date: April 20, 2001

E. Michael Kilbourn  
Registered Agent

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AND  
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01 APR 23 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA