

L01000006864
STONEWOOD PROPERTIES
OF NAPLES, LLC

April 25, 2001

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

600004086136 --9
-04/27/01--01095--013
****160.00 ****160.00

RE: Stonewood Properties of Naples, LLC

Dear Representative:

Please find enclosed the Articles of Organization and Certificate of Designation for:

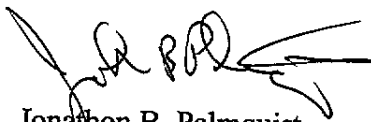
Stonewood Properties of Naples, LLC
7201 NW 11th Place
Gainesville, Florida 32605

along with a check in the amount of \$160.00 for filing fees, a Certified Copy, and a Certificate of Status.

Thank you for your prompt attention to this matter.

Very truly yours,

STONEWOOD PROPERTIES OF NAPLES, LLC



Jonathon B. Palmquist
General Counsel & Corporate Secretary

JBP/cm
Enclosures

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION
OF
STONEWOOD PROPERTIES OF NAPLES, LLC**

**ARTICLE I
NAME**

The name of the limited liability company is STONEWOOD PROPERTIES OF NAPLES, LLC (the "Limited Liability Company").

**ARTICLE II
BUSINESS AND MAILING ADDRESS**

The initial street address of the Limited Liability Company is 7201 NW 11th Place, Gainesville, Florida 32605 and the initial mailing address of the Limited Liability Company is P.O. Box 147018, Gainesville, Florida 32614-7018.

**ARTICLE III
REGISTERED OFFICE AND AGENT**


The name of the initial registered agent of the Limited Liability Company in the state of Florida is William J. Shively. The registered office of the initial registered agent in the state of Florida is located at 7201 NW 11th Place, Gainesville, Florida 32605.

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TALLAHASSEE, FLORIDA

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by one or more managers to be appointed by the members as provided in the Operating Agreement, and is therefore a manager-managed limited liability company.

IN WITNESS WHEREOF, the undersigned member has made and subscribed to these Articles of Organization this 26th day of April, 2001.

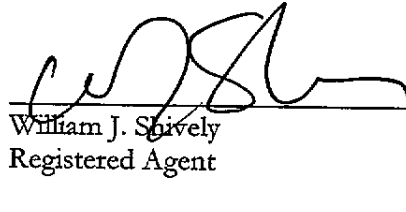


William J. Shively
Organizing Member

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
STONEWOOD PROPERTIES OF NAPLES, LLC**

Pursuant to Section 608.415 of the Florida Limited Liability Company Act, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon STONEWOOD PROPERTIES OF NAPLES, LLC, a limited liability company organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named limited liability company, and does hereby agree to comply with the provisions of the Florida Limited Liability Company Act and the general laws of the state of Florida relative to keeping open the Registered Office, which Registered Office is located at 7201 NW 11th Place, Gainesville, Florida 32605.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 26th day of April, 2001.



William J. Scively
Registered Agent

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