



LD10000009459

ACCOUNT NO. : 072100000032

REFERENCE : 184728 4718535

AUTHORIZATION

Patricia Piggott

COST LIMIT : \$ 155.00

ORDER DATE : June 13, 2001

ORDER TIME : 3:17 PM

ORDER NO. : 184728-010

CUSTOMER NO: 4718535

400004418944--3

CUSTOMER: Charles B. Shields, Esq
Porter Wright Morris & Arthur

Suite 300
5801 Pelican Bay Boulevard
Naples, FL 34108

DOMESTIC FILING

NAME: SANIBEL ACQUISITION GROUP, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

VB
6-14-01

APPROVE
AND
FILED

01 JUN 13 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION
OF
SANIBEL ACQUISITION GROUP, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be SANIBEL ACQUISITION GROUP, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 3780 Via Del Rey, Suite A, Bonita Springs, Florida 34134

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.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Robert C. Gebhardt, Esquire, Porter, Wright, Morris & Arthur, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all 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 regulations 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 all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or

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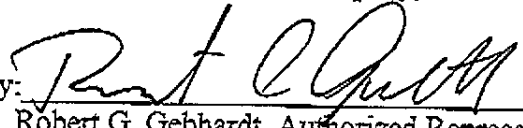
manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

ARTICLE VII -- MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations 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 is Pelican Hospitality, LLC, 3780 Via Del Rey, Suite A, Bonita Springs, FL 34134.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Naples, Florida, on this 12th day of June, 2001.

PELICAN HOSPITALITY, LLC,
a Florida limited liability company, Member

By: 
Robert G. Gebhardt, Authorized Representative

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn and subscribed before me this 12 day of June, 2001, by Robert C. Gebhardt, as authorized representative of Pelican Hospitality, LLC, a Florida limited liability company who ✓ is personally known to me or who produced _____ as identification.

Notary Public -- State of Florida



Print, Type, or Stamp
Commissioned Name of Notary Public

(SEAL)




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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of SANIBEL ACQUISITION GROUP, 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 or her duties, and is familiar with and accept the obligations of the position of registered agent.



Robert C. Gebhardt

Date

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