



# L0100 DD12255

ACCOUNT NO. : 072100000032

REFERENCE : 238444 9725B

AUTHORIZATION :

*Tricia Pigato*

COST LIMIT : \$ ~~155.00~~ 180.00

ORDER DATE : July 25, 2001

ORDER TIME : 12:02 PM

ORDER NO. : 238444-010

CUSTOMER NO: 9725B

CUSTOMER: Ms. Jeanne L. Seewald  
Roetzel & Andress

Trainon Centre, Third Floor  
850 Park Shore Drive  
Naples, FL 34103

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 JUL 25 PM 1:44  
TO AGENT, LEDGE  
SUFFICIENCY OF FILING

800004495908--0

DOMESTIC FILING conversion

NAME: FORT CHARLES, 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: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

APPROVED  
AND  
FILED  
01 JUL 25 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*JB*

*77501*

**CERTIFICATE OF CONVERSION  
OF  
ROBERT S. MANKIN AND JOSEPH L. LAWSON  
DBA MANLAW, LTD. ("MANLAW")  
(A FLORIDA GENERAL PARTNERSHIP)**

**TO**

**FORT CHARLES, LLC (A FLORIDA LIMITED LIABILITY COMPANY)**

**ARTICLE I – CREATION**

Robert S. Mankin and Joseph L. Lawson, dba Manlaw, Ltd. was created in Florida on July 7, 1971.

**ARTICLE II – NAME**

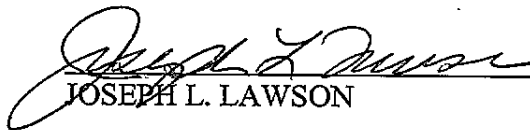
The name of the other entity immediately prior to the filing of the Certificate of Conversion to a Limited Liability Company was Robert S. Mankin and Joseph L. Lawson, dba Manlaw, Ltd.

**ARTICLE III – NAME OF LIMITED LIABILITY COMPANY**

The name of the Limited Liability Company as set forth in its Articles of Organization filed in accordance with F.S. 608.4081 is Fort Charles, LLC.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Conversion at Naples, Florida, on this 24th day of July, 2001.

GENERAL PARTNER: —

  
JOSEPH L. LAWSON

APPROVED  
AND  
FILED  
01 JUL 25 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

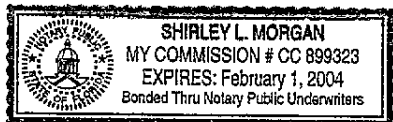
STATE OF FLORIDA

COUNTY OF Collier

)  
SS.  
)

The foregoing instrument was acknowledged before me this 24th day of July, 2001, by JOSEPH L. LAWSON, as a General Partner of Manlaw, Ltd. He is ( ) personally known to me or ( ) has produced \_\_\_\_\_ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal at Naples, Florida this 24th day of July, 2001.



Shirley L. Morgan  
NOTARY PUBLIC

NAME: SHIRLEY L. MORGAN  
(Type or print)

My commission expires:  
\_\_\_\_\_

869798\_1

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AND  
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01 JUL 25 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
FORT CHARLES, LLC**

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

**ARTICLE I – NAME**

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

**ARTICLE II – ADDRESS**

The mailing address and street address of the principal office of the Company shall be 3215 Gulf Shore Boulevard, North, Apartment 111, Naples, Florida 34103.

**ARTICLE III – REGISTERED OFFICE AND AGENT**

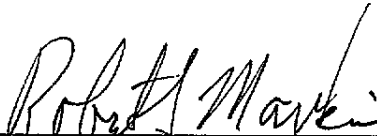
The name and street address of the registered agent of the Company in the State of Florida is Jeanne L. Seewald, Esq., 850 Park Shore Drive, Suite 300, Naples, Florida 34103.

**ARTICLE IV – MANAGEMENT**

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The initial manager of the Company shall be Joseph L. Lawson whose address is 3215 Gulf Shore Boulevard, North, Apartment 111, Naples, Florida 34103.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Naples, Florida, on this 24th day of July, 2001.

MEMBER OR AUTHORIZED REPRESENTATIVE  
A MEMBER:

  
\_\_\_\_\_  
Robert S. Mankin

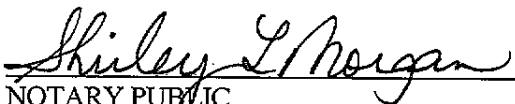
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

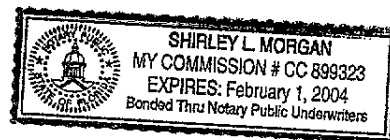
01 JUL 25 PM 3:32

APPROVED  
AND  
FILED

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF COLLIER     )

The foregoing instrument was acknowledged before me this 24th day of July, 2001, by Robert S. Mankin, as a member or authorized representative of a member of Fort Charles, LLC. He is ( ) personally known to me or (X) has produced License as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC  
Name: SHIRLEY L. MORGAN  
(Type or Print)  
My Commission Expires:

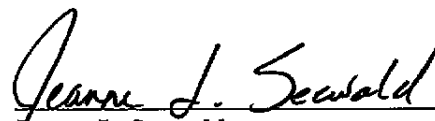


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AND  
FILED  
01 JUL 25 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## FORT CHARLES, LLC

### ACCEPTANCE OF REGISTERED AGENT

I, Jeanne L. Seewald, 850 Park Shore Drive, Suite 300, Naples, Florida 34103, being the person named in the Articles of Organization of Fort Charles, LLC, as the registered agent of this limited liability company, hereby consent to accept service of process for the limited liability company at the address set forth above, and accept the appointment as registered agent and agree to act in this capacity. I 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 the position of registered agent as provided for in Chapter 608, F.S.

  
\_\_\_\_\_  
Jeanne L. Seewald  
Registered Agent

Dated: July 24, 2001

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AND  
FILED  
01 JUL 25 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA