

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L010000014323

Waterfront Associates LLC

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*****125.00 *****125.00

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
✓ L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
2001 AUG 23 PM 3:02
TO AVOID DELAY
SUFFICIENTLY OF FILING

JB 2301

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

**ARTICLES OF ORGANIZATION
OF
WATERFRONT ASSOCIATES, LLC**

(A Limited Liability Company)

We, the undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization:

ARTICLE I.

The name of the limited liability company is WATERFRONT ASSOCIATES, LLC.

ARTICLE II.

The period of duration of the limited liability company shall commence on the date of filing of these Articles of Organization with the Florida Secretary of State unless dissolved in accordance with applicable law or pursuant to the rights of members as granted in the Operating Agreement of the company.

ARTICLE III.

The limited liability company is organized for profit and the nature of its business purpose is to enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm association or corporation, municipality, county, parish, territory, government or other municipal or governmental subdivision; to engage in any other lawful act or activity for which limited liability companies may be organized under the laws of the State of Florida; to have and to exercise all the powers conferred by the laws of Florida upon limited liability companies formed under the laws pursuant to and under which this company is formed, as such laws are now in effect or may at any time hereafter be amended.

ARTICLE IV.

The street address and mailing address and county of the principal office of the Company is 9550 Cedar Creek Drive, Bonita Springs, Florida 34135. The address and county of the registered office of the limited liability company in the State of Florida is at 27725 Old 41 Road, Suite 103, Bonita Springs, Florida 34135, Lee County, Florida and the name of its initial resident agent at the address is Carol R. Brugger.

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AND
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STATE
SECRETARY
FLORIDA

ARTICLE V.

The business of the company shall be managed by the principals who shall have the power to make, alter and repeal the Operating Agreement of the company in the manner provided therein. In the event any principal is not a natural person, then such principal may designate one or more individuals to represent such principal in the management of the company.

ARTICLE VI.

The initial principals and their addresses are:

Patrick J. Fischer, P.A.
9550 Cedar Creek Drive
Bonita Springs, FL 34135

Veronique Pascual, Inc.
6265 14th Ave NW
Naples, FL 34119

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TALLAHASSEE, FLORIDA

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AND
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ARTICLE VII.

The principals shall not be subject to the payment of company debts to any extent whatsoever.

ARTICLE VIII.

No other personal or entities may be admitted as a principal of the company without the prior written consent of all principals then existing. No principal may assign, convey or transfer principalship in the company without the prior written consent of each other principal, except as may be provided in the Operating Agreement.

ARTICLE IX.

Upon the death, retirement, resignation, expulsion, bankruptcy or other event causing termination of a principal's interest in the company, the company shall be dissolved as provided under the laws of the State of Florida; unless the principals elect to continue the company in accordance with the terms of the Operating Agreement.

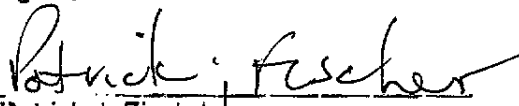
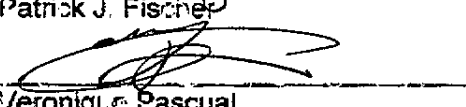
ARTICLE X.

The federal and state income tax purposes the company intends and elects to be classified as a partnership.

ARTICLE XI.

As used herein the term "Majority in Interest" shall mean any group of the principals (excluding any principal who at such time is deemed to be in default in the Operating Agreement) holding an aggregate of more than 50% of the Percentage Interests (as defined in the Operating Agreement) (excluding the entire Percentage Interest of any principal who at such time is deemed to be in default of the Operating Agreement) as determined at the time such Majority in Interest provisions provision applies.

IN WITNESS WHEREOF, Patrick J. Fischer, President of Patrick J. Fischer, P.A., as a Principal, and Veronique Pascual, President of Veronique Pascual, Inc., have executed this instrument this ___ day of August, 2001.


Patrick J. Fischer

Veronique Pascual

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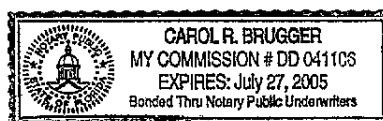
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ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF LEE

BE IT REMEMBERED, that on this 20th day of August, 2001, before me, the undersigned a Notary Public in and for the county and state aforesaid came Patrick J. Fischer and Veronique Pascual, who are personally known to me and who executed the foregoing instrument in writing, and such persons duly acknowledged the execution of the same.

By: 



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

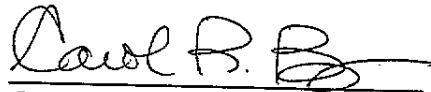
1. The name of the Limited Liability Company is:

WATERFRONT ASSOCIATES, LLC

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

Carol R. Brugger
27725 Old 41 Road, Suite 103
Bonita Springs, Florida 34135

Having been named as registered agent 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 as provided for in Chapter 608, F.S..



Carol R. Brugger

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