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*Law Offices*

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Keith A. Seldin

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September 10, 2001

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\*\*\*\*155.00 \*\*\*\*155.00

**Registration Section**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Phillips Galleries of Naples, L.L.C.

Dear Sir/Madam:

L01-15896

Enclosed for filing are Articles of Organization for the above referenced Limited Liability Company. Also enclosed is a check in the amount of \$155.00, which represents the following fees due on filing: 1) \$100.00 Filing Fee; 2) \$25.00 Designation of Registered Agent Fee; and 3) \$30.00 Certified Copy Fee. Kindly return the certified copy of the Articles of Organization to this office.

Should you have any questions regarding this Limited Liability Company or require further information in order to file the Articles of Organization, please contact me at the address or telephone number on this letterhead.

Sincerely,

Keith A. Seldin

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**ARTICLES OF ORGANIZATION OF  
PHILLIPS GALLERIES OF NAPLES, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company shall be "Phillips Galleries of Naples, L.L.C."

**ARTICLE II - Period of Duration:**

The period of duration of this Limited Liability Company shall be perpetual.

**ARTICLE III - Address:**


The mailing address and the street address of the principal office of the Limited Liability Company is 318 Worth Avenue, Palm Beach, Florida 33480.

**ARTICLE IV - Registered Agent, Registered Office and Registered Agent's Signature:**

The name and Florida street address of the Limited Liability Company's registered agent are:

Keith A. Seldin, Esq.  
1934 Commerce Lane, Suite 2  
Jupiter, Florida 33458

Having been named as registered agent 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.

  
\_\_\_\_\_  
Keith A. Seldin, Registered Agent

**ARTICLE V - Management:**

The Limited Liability Company shall be managed by one or more managers and is, therefore, a manager - managed company.

The names and addresses of the initial managers who shall serve until the first annual

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meeting of members, or until their successors are elected and qualify, are as follows:

John R. Amann, Jr.  
318 Worth Avenue  
Palm Beach, Florida 33480

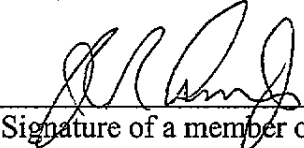
Cynthia S. Amann  
318 Worth Avenue  
Palm Beach, Florida 33480

**ARTICLE VI – Initial Members:**

This Limited Liability Company shall initially have at least two (2) members. The names, addresses, the amount of cash contributions, a description and agreed value of the property other than cash contributed by the members, and the amount anticipated to be contributed by the members, is as follows:

1. Art A Glow, Inc., a Florida corporation  
318 Worth Avenue, Palm Beach, Florida 33480  
Initial Contribution (Cash and Services): \$800.00
2. Lloyd E. Raport  
4600 North Park Avenue, Plaza South  
Chevy Chase, Maryland 20815  
Initial Contribution (Cash): \$50.00


(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
\_\_\_\_\_  
Signature of a member or an authorized  
representative of a member.

JOHN R. AMANN JR.  
\_\_\_\_\_  
Typed or printed name of Signee

STATE OF FLORIDA        )  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before this 10th day of September, 2001, by JOHN R. AMANN, JR., who provided a Florida Driver's License as identification and who did take an oath.

  
\_\_\_\_\_  
Notary Public  
State of Florida At Large  
My commission expires:



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