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October 16, 2001

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J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
KRISTIN M. CONROY, LL. M.
SCOTT W. DUVAL
DAVID N. MORRISON

Via Federal Express

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***155.00 ***155.00

Secretary of State
The Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Articles of Organization for Properties of Distinction of Southwest
Florida, L.L.C., a Florida limited liability company**

Dear Sir/Madam:

L01-18031

Enclosed please find the original and one copy of the Articles of Organization for the
above-referenced limited liability company. Also enclosed you will find our check in the amount of
One Hundred Fifty-five Dollars (\$155.00) to cover the following costs:

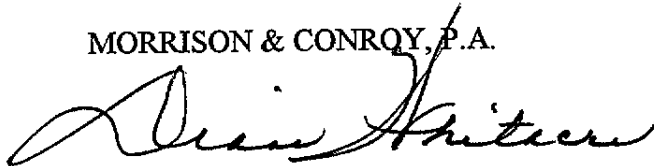
1. \$ 100.00 - Filing Fee;
2. \$ 25.00 - Designation of Registered Agent;
3. \$ 30.00 - Certified Copy of the Articles of Organization.

TOTAL AMOUNT DUE - \$155.00

Should you have any questions, please feel free to call. Otherwise, your prompt
attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Diane Whitacre
Paralegal

Encl.

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DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
OF
PROPERTIES OF DISTINCTION OF SOUTHWEST FLORIDA, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is Properties of Distinction of Southwest Florida, L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 6628 Willow Park Drive, Naples, Florida 34109. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is Stephen L. Kauffman, who is a natural person at least eighteen (18) years old.

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**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Stephen L. Kauffman
6628 Willow Park Drive
Naples, Florida 34109

**ARTICLE VII
ADMISSION OF NEW MEMBERS**

The Company may admit new members as provided in the Company's operating agreement.

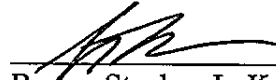
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**ARTICLE VIII
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 16th day of October, 2001.


By: Stephen L. Kauffman
Its: Managing Member

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**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 IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Properties of Distinction of Southwest Florida, L.L.C.
2. The name and address of the registered agent and office is:

J. Thomas Conroy, III
Morrison & Conroy, P.A.
3838 Tamiami Trail North, Suite 402
Naples, Florida 34103

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 accept the obligations of my position as registered agent.

(Signature)

October 16, 2001

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PROPERTIES OF DISTINCTION OF SOUTHWEST FLORIDA, LLC

Registered Agent Acceptance

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