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ICARD, MERRILL, CULLIS, TIMM  
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ROBERT E. MESSICK  
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REPLY TO:  
P.O. BOX 4195  
SARASOTA, FLORIDA 34230

FILED  
01 OCT 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 24, 2001

Via Federal Express

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

300004660253--5  
-10/31/01--01011--023  
\*\*\*\*125.00 \*\*\*\*125.00

Re: Sunrise Village Investments, L.L.C.

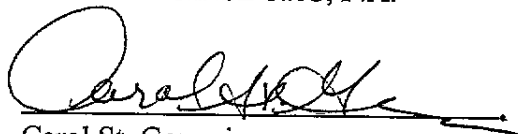
Dear Sir/Madam:

Enclosed please find the Articles of Organization for Sunrise Village Investments, L.L.C., in duplicate, for filing. Please furnish us, with the duplicate copy, the proof of filing at your earliest convenience.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.



Carol St. Germain,  
Legal Assistant to Robert E. Messick

L01-18797  
Q

Enc.

ARTICLES OF ORGANIZATION  
OF  
SUNRISE VILLAGE INVESTMENTS, L.L.C.

FILED  
01 OCT 25 PM 5:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 SUNRISE VILLAGE INVESTMENTS, L.L.C. ("Company").

ARTICLE II -- PURPOSE AND POWER

The purpose for which the Company is organized is to own, operate and manage property, real personal and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the managers of the Company.

ARTICLE III -- MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company shall be 819 Mangrove Point Road, Sarasota, Florida 34242.

ARTICLE IV -- INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the registered agent of the company in the State of Florida is Robert E. Messick, Esquire, 2033 Main Street, Suite 600, Sarasota, Florida 34237.

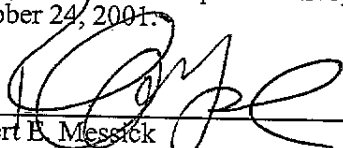
ARTICLE V -- MANAGEMENT

The Company is to be a manager-managed company.

ARTICLE VI -- OPERATING AGREEMENT

The Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, the Operating Agreement of the Company, as amended and in existence from time to time.

IN WITNESS WHEREOF, the undersigned member (or authorized representative) has executed these Articles of Organization at Sarasota, Florida, as of October 24, 2001.

  
Robert E. Messick  
Member or Authorized Representative

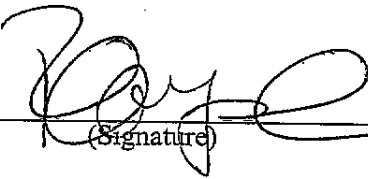
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY DESCRIBED BELOW 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: SUNRISE VILLAGE INVESTMENTS, L.L.C.
2. The name and address of the registered agent and office is:

Robert E. Messick, Esquire  
2033 Main Street - Suite 600  
Sarasota, Florida 34237

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 as registered agent.

  
(Signature)

\_\_\_\_\_  
(Date)

FILED  
01 OCT 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

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SARASOTA, FLORIDA 34237  
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ROBERT E. MESSICK  
rmessick@icardmerrill.com

REPLY TO:  
P.O. BOX 4195  
SARASOTA, FLORIDA 34230

October 29, 2001

**Via Federal Express**

Florida Department of State  
Division of Corporations  
Attn: Tammy Cline  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
01 OCT 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Re: Sunrise Village Investments, L.L.C.**

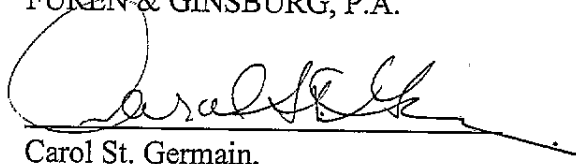
Dear Sir/Madam:

Enclosed please find our trust account check in the amount of \$125.00 representing the filing fee for the Articles of Organization for Sunrise Village Investments, L.L.C., in duplicate, for filing which was previously sent to you without the check, in error. Please furnish us, with the duplicate copy, the proof of filing at your earliest convenience.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.



Carol St. Germain,  
Legal Assistant to Robert E. Messick

Enc.

FF \$125.<sup>00</sup>