

CAPITAL CONNECTION, INC.

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

LO10000021372

Charlotte Waterfront Lots LLC

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-12/11/01--01060--005
****155.00 ****155.00

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 _____

01 DEC 11 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

01 DEC 11 AM 11:10
DIVISION OF CORPORATION

RECEIVED

DB
12-11-01

Signature _____

Requested by: SX

Name _____

Date 12/11/01

Time 10:08

Walk-In _____

Will Pick Up _____

ARTICLES OF ORGANIZATION

OF

CHARLOTTE WATERFRONT LOTS, LLC

1. Name. The name of this limited liability company is Charlotte Waterfront Lots, LLC (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Business. The mailing address and street address of the Company's principal office is 24860 Burnt Pine Drive, Bonita Springs, Florida 34134.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Thomas B. Garlick. The street address of the initial registered agent of the Company is 5551 Ridgewood Drive, Suite 101, Naples, Florida 34108.

6. Management of the Company. The Company shall be managed by one or more of its members in accordance with the operating agreement adopted by all of the members. The name and address of the initial member, who shall serve until the first annual meeting of the members or until her successors are elected and qualified, is:

Paula J. Davis, as Trustee
24860 Burnt Pine Drive
Bonita Springs, Florida 34134

7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

8. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Voting. The Company is authorized to issue membership units with voting rights and membership units without voting rights.

10. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.

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11. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the nontransferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

The undersigned executed these Articles of Organization effective as of the 10th day of December, 2001. (In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

MEMBER:


Paula J. Davis, as Trustee

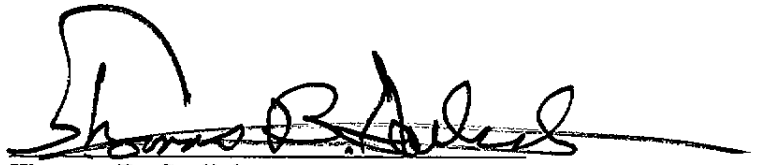
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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Thomas B. Garlick

Dated: December 10, 2001.

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