

Division of Corporations

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

Shenandoah Properties, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
SHENANDOAH PROPERTIES, LLC**

ARTICLE I - NAME

The name of the limited liability company shall be SHENANDOAH PROPERTIES, LLC (the "Company").

ARTICLE II - MAILING ADDRESS AND STREET ADDRESS

The street address of the principal office of the Company is:

17499 McGregor Boulevard
Fort Myers, FL 33908

The mailing address of the Company is:

17499 McGregor Boulevard
Fort Myers, FL 33908

ARTICLE III - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company is:

<u>Name</u>	<u>Address</u>
Mark C. Naumann	17499 McGregor Boulevard Fort Myers, FL 33908

ARTICLE IV. - PURPOSE

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE V. - DURATION

The Company shall exist from the date of filing these Articles of Organization with the Department of State and shall be dissolved upon the occurrence of any one or more of the

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following events: (a) December 31, 2051; (b) the occurrence of any event of dissolution described in the Operating Agreement of the Company; or (c) the occurrence of any other event of dissolution specified in the Florida Limited Liability Company Act, as the same may be amended from time to time, or any corresponding provision of succeeding law (the "Act"); provided, however, that the Company shall not be dissolved and shall not be required to be wound up if the remaining members consent and elect to continue the business of the Company in accordance with the Operating Agreement of the Company or the Act, as the case may be.

ARTICLE VI - MANAGEMENT OF THE COMPANY

Management of the Company is reserved to the Members, and each Member shall act as a Managing Member. The name and address of the Initial Managing Members are:

Mark C. Naumann

17499 McGregor Boulevard
Fort Myers, FL 33908

Richard Carlton

17499 McGregor Boulevard
Fort Myers, FL 33908

ARTICLE VII - 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.

IN WITNESS WHEREOF, the undersigned, being a Member of the Company, has executed these Articles of Organization, this 14th day of December, 2001.


Mark C. Naumann, Member

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: SHENANDOAH PROPERTIES,
LLC

2. The name and address of the registered agent and office is:

Mark C. Naumann
17499 McGregor Boulevard
Fort Myers, FL 33908

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.


Mark C. Naumann, Registered Agent