

LAW OFFICES

WILSON, JOHNSON & TAFFER, P.A.

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LOI 0000 22040

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-12/19/01-01002--005  
\*\*\*\*\*46.25 \*\*\*\*\*46.25

FEDERAL EXPRESS

December 11, 2001

Florida Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, Florida 32314

103

\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

We are enclosing Articles of Incorporation of TOSCANY LAND ACQUISITION COMPANY, L.L.C. and a check for \$78.75 for filing.

Please transmit the certificate of incorporation and certified copy of the articles to the undersigned at the above address in the enclosed FEDERAL EXPRESS RETURN ENVELOPE PROVIDED.

Very truly yours,

Robert M. Johnson

Encl: Check \$78.75  
Articles of Inc., in duplicate

RECEIVED  
01 DEC 11 PM 5:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LOI-22040  
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-12/12/01-01071--003  
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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 14, 2001

ROBERT JOHNSON  
27 SOUTH ORANGE AVENUE, SUITE ONE  
SARASOTA, FL 34236

SUBJECT: TOSCANY LAND ACQUISITION COMPANY, L.L.C.  
Ref. Number: W01000028645

We have received your document for TOSCANY LAND ACQUISITION COMPANY, L.L.C. and check(s) totaling \$78.75 of which \$78.75 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$46.25 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 801A0006584

FILED  
01 DEC 18 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES  
**WILSON, JOHNSON & JAFFER, P.A.**

27 SOUTH ORANGE AVENUE  
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FEDERAL EXPRESS

December 14, 2001

Florida Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, Florida 32314

To Whom It May Concern:

We are enclosing Articles of Incorporation of TOSCANY LAND ACQUISITION COMPANY, L.L.C. along with a copy of your Letter Number 801A00065815 and our check for \$46.25.

Please transmit the certificate of incorporation along with a copy of the articles to the undersigned at the above address in the enclosed FEDERAL EXPRESS RETURN ENVELOPE PROVIDED.

Very truly yours,

  
Robert M. Johnson

Encl: Check \$46.25  
Articles of Inc., in duplicate

FILED  
01 DEC 18 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION

OF

### TOSCANY LAND ACQUISITION COMPANY, L.L.C.

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 **TOSCANY LAND ACQUISITION COMPANY, L.L.C.**, ("Company"). The principal place of business of the Company in Florida shall be 27 South Orange Avenue, Sarasota, Florida 34236.

#### ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

#### ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to acquire and own real property and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

#### ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Robert M. Johnson, Esq., 27 South Orange Avenue, Sarasota, Florida 34236.

#### ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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SECRETARY OF STATE  
FLORIDA  
TAMPA

## ARTICLE VI - TERMINATION OF EXISTENCE

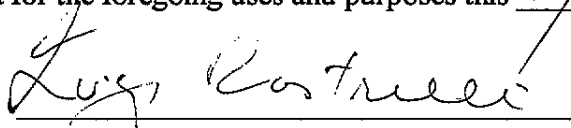
The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

## ARTICLE VII - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the company are:

<u>Name</u>	<u>Address</u>
Luigi Rastrelli	811 Paradise Way, Sarasota, FL 34242
Fioretta Rastrelli	811 Paradise Way, Sarasota, FL 34242
Leonardo Rastrelli	811 Paradise Way, Sarasota, FL 34242
Massimo Rastrelli	811 Paradise Way, Sarasota, FL 34242

IN WITNESS WHEREOF, the undersigned organizers has made and subscribed these Articles of Organization at Sarasota, Florida for the foregoing uses and purposes this 17 day of December, 2001.

  
LUIGI RASTRELLI

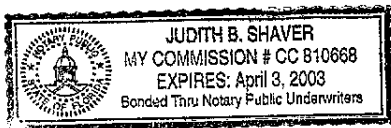
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF SARASOTA

Before me personally appeared **LUIGI RASTRELLI**, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 17<sup>th</sup> day of December, 2001.

  
Notary Public, State of Florida



FILED  
01 DEC 18 PM 5:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of **TOSCANY LAND ACQUISITION COMPANY, L.L.C.**, as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.



**ROBERT M. JOHNSON, ESQ.**  
Registered Agent

FILED

01 DEC 18 PM 5: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA