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Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : QUARLES & BRADY LLP
Account Number : T200000000067
Phone : (941)262-5959
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LIMITED LIABILITY COMPANY

Half Moon Walk, L.C.

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**ARTICLES OF ORGANIZATION OF
HALF MOON WALK, L.C.**

The undersigned member hereby certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be **HALF MOON WALK, L.C.**, (the "Company").

ARTICLE II

ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this Company shall be 10001 Tamiami Trail North, Naples, Florida 34108.

ARTICLE III

REGISTERED AGENT

The name and address of the initial registered agent in the State of Florida is as follows: Naples-Lawdock, Inc., 4501 North Tamiami Trail, Suite 300, Naples, Florida 34103.

ARTICLE IV

DURATION

This Company shall exist until December 31, 2051, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the Regulations adopted by the members.

ARTICLE V

MANAGEMENT

The Company will be managed by co-managers in accordance with the Company's regulations. The name and address of the initial managers is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Winfield Companies, Inc.	10001 Tamiami Trail North Naples, Florida 34108
Daniel Doerr	1250 Spyglass Lane Naples, Florida 34102

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ARTICLE VI

MEMBERSHIP

The Managers shall have the right by unanimous vote to admit new members upon making such contributions as are set out in the Regulations, and otherwise complying with and agreeing to the terms and provisions of the Regulations. Additional members may also be admitted by the affirmative unanimous vote of the membership.

ARTICLE VII

MEMBERS' RIGHTS TO CONTINUE BUSINESS

The existence of the Company shall continue, notwithstanding the death, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company.

Executed by the undersigned member at Naples, Florida, on the 14th day of January, 2002.



Leo J. Salvatori, as Organizer
4501 Tamiami Trail N., Ste. 300
Naples, FL 34108

State of Florida
County of Collier

This foregoing instrument was acknowledged before me this 14th day of January, 2002, by Leo J. Salvatori, as Organizer. He is personally known to me.

NOTARY SEAL



Notary Public Print name below:

My commission expires: _____



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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

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

The name of the limited liability company is **HALF MOON WALK, L.C.**

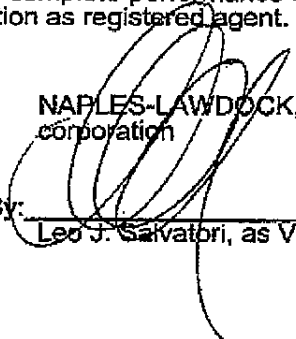
The name of the initial registered agent of the limited liability company is Naples-Lawdock, Inc., and the address of the office of the registered agent is 4501 North Tamiami Trail, Suite 300, Naples, Florida 34103.

REGISTERED AGENT ACCEPTANCE

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 that 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.



NAPLES-LAWDOCK, INC., a Florida
corporation

By: 
Leo J. Salvatori, as Vice President

Date: January 14, 2002