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

Caloosa Island Village, L.C.

Certificate of Status	1
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**ARTICLES OF ORGANIZATION OF
CALOOSA ISLAND VILLAGE, L.C.**

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

ARTICLE I**NAME**

The name of the liability company shall be **CALOOSA ISLAND VILLAGE, 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 6630 Rowan Road, New Port Richey, Florida 34653.

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 Tamiami Trail N., Suite 300, Naples, Florida 34103.

ARTICLE IV**DURATION**

This Company shall exist until December 31, 2052, 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 a manager in accordance with the Company's regulations. The name and address of the initial manager is as follows:

NAME

Reed Development Company

ADDRESS

6630 Rowan Road
New Port Richey, FL 34653

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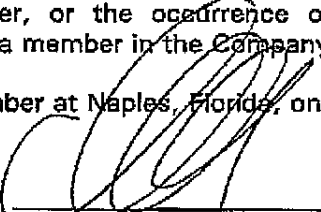
ARTICLE VI**MEMBERSHIP**

The Manager shall have the right 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 vote or two-thirds 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 authorized agent and
attorney-in-fact for
Reed Development Company
6630 Rowan Road
New Port Richey FL 34653

State of Florida
County of Collier

This foregoing instrument was acknowledged before me this 14th day of January, 2002, by Leo J. Salvatori, as authorized agent and attorney-in-fact for Reed Development Company. He is personally known to me.



NOTARY PUBLIC Debra K. Blackwell
 My Commission DD052784
Expires August 26, 2005

TYPED, PRINTED OR STAMPED NAME OF NOTARY
MY COMMISSION EXPIRES: _____

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

PURSUANT TO THE PROVISIONS OF §608.415, FLORIDA STATUTES, THE UNDERSIGNED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the liability company is **CALOOSA ISLAND VILLAGE, L.C.**

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

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated 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

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