

CAPITAL CONNECTION, INC.

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

LO20000003524

Bay Beach VII, LLC

300004991273--3
-02/22/02--01056--010
****168.75 *****3.75

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-02/22/02--01056--011
****106.25 *****51.25

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DIVISION OF CORPORATION

___ 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

APPROVED
AND
FILED
02 FEB 22 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JB 2-22-02

Signature _____

Requested by: *SW*

Name _____

Date *2/22*

Time _____

Walk-In _____

Will Pick Up _____

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BAY BEACH VII, LLC

1. Name. The name of the limited liability company is Bay Beach VII, LLC, a Florida limited liability company (the "Company").

2. Date of Filing of Original Articles. The original Articles of Organization of the Company were filed on February 13, 2002.

3. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

4. 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, subject only to the terms of the Operating Agreement.

5. Place of Business. The mailing and street address of the Company's principal office is 4184 Bay Beach Lane, Fort Myers, Florida 33931.

6. Registered Agent and Office. The name of the initial registered agent of the Company is C. Perry Peeples, Esq. The street address of the initial registered agent of the Company is 5551 Ridgewood Drive, Suite 101, Naples, Florida 34108.

7. Management of the Company. The Company shall be a managed Company, and shall be managed by Co-Managers. The Co-Managers must concur in all actions of the Company and no action of the Company shall be valid unless undertaken by both Co-Managers. The names and addresses of the initial Co-Managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, are:

Jack J. Sterling
6025 Carlton Lakes Boulevard
Naples, Florida 34110

Michael F. Johnson
768 Ashburton Drive
Naples, Florida 34110

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

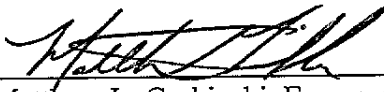
9. Certificated Interests. The members' interests in the Company may be evidenced by certificates, at the discretion of the manager.

10. Additional Members. The company shall have the right to admit additional members pursuant to the terms and conditions of the Operating Agreement to be adopted by the members.

02 FEB 22 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

The undersigned executed these Amended and Restated Articles of Organization
as of the 18th day of February, 2002.


Matthew L. Grabinski, Esq., authorized
representative of Robert G. Claussen,
Member

APPROVE
AND
FILED
02 FEB 22 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA