

CAPITAL CONNECTION, INC.

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

LD2000003525

Bay Beach VIII, LLC

400004915174--5
-02/13/02--01059--029
****775.00 ****155.00

_____	Art of Inc. File_____
_____	LTD Partnership File_____
_____	Foreign Corp. File_____
<input checked="" type="checkbox"/>	L.C. File_____
_____	Fictitious Name File_____
_____	Trade/Service Mark_____
_____	Merger File_____
_____	Art. of Amend. File_____
_____	RA Resignation_____
_____	Dissolution / Withdrawal_____
_____	Annual Report / Reinstatement_____
<input checked="" type="checkbox"/>	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_____

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02 FEB 13 AM 11:38
DIVISION OF CORPORATION

02 FEB 13 PM 1:51
TALLAHASSEE, FLORIDA

ARTICLE
FILED

2-13-02

Signature

Requested by:

Name

Date

Time

Walk In

Will Pick Up

ARTICLES OF ORGANIZATION

OF

BAY BEACH VIII, LLC

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

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

3. 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.

4. Place of Business. The mailing and street address of the Company's principal office is 6025 Carlton Lakes Boulevard, Naples, Florida 34110.

5. 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.

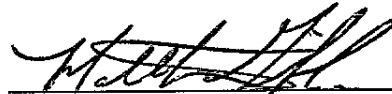
6. Management of the Company. The Company shall be a manager-managed Company, in accordance with the Operating Agreement adopted by the members. The name and address of the initial manager, who shall serve until the first annual meeting of the members or until its successors is elected and qualified, is Jack J. Sterling, 6025 Carlton Lakes Boulevard, Naples, Florida 34110.

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

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

9. 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.

The undersigned executed these Articles of Organization as of the 12th day of February, 2002.




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

02 FEB 13 PM 1:51
FILED
AND
APPROVED
SECRETARY OF STATE
FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


C. Perry Peoples, Registered Agent

Dated: February 12, 2002.

ATTORNEY GENERAL
ANN
FILED
02 FEB 13 PM 1:51
OFFICE OF THE ATTORNEY GENERAL
TALLAHASSEE, FLORIDA