

CAPITAL CONNECTION, INC.

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

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Bay Beach, VIII, LLC

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- ___ 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

RECEIVED
02 FEB 22 AM 11:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
02 FEB 22 PM 2:07
SECRETARY OF STATE

APPROVED
AND
FILED

Signature

Requested by

Name

Date

Time

Walk-In

Will Pick Up

2/22-02

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

1. Name. The name of the limited liability company is Bay Beach VIII, 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 manager-managed Company, and shall be managed by Co-Managers. The Co-Managers must join in all actions of the Company and no action of the Company shall be valid unless it is 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.

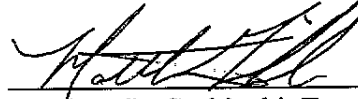
9. Certificated Interests. The members' interests in the Company may be evidenced by certificates, at the discretion of the manager.

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.

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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

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA