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ACCOUNT NO. : 072100000032

REFERENCE : 405787 4718535

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 20, 2002

ORDER TIME : 11:08 AM

ORDER NO. : 405787-005

CUSTOMER NO: 4718535

CUSTOMER: Gary K. Wilson, Esq
Porter Wright Morris & Arthur

Suite 300
5801 Pelican Bay Boulevard
Naples, FL 34108

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-02/20/02--01056--014
****160.00 ****160.00

DOMESTIC FILING

NAME: BEACH DEVELOPMENT OF SW
FLORIDA, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RECEIVED
02 FEB 20 PM 12:18
DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 20 PM 3:02

APPROVED
AND
FILED

**ARTICLES OF ORGANIZATION
OF
BEACH DEVELOPMENT OF SW FLORIDA, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be BEACH DEVELOPMENT OF SW FLORIDA, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the initial principal office of the Company shall be 2021 Merlin Court, Naples, FL 34105.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization or in the Company's operating agreement.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are Gary Wilson, Porter, Wright, Morris & Arthur, 5801 Pelican Bay Blvd., Suite 300, Naples, Florida 34108.

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the written consent of the managing member of the Company. A member may transfer his or her interest in the Company as set forth in the operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI -- WITHDRAWAL OF MEMBERS

A member of the Company may withdraw from the Company upon the unanimous prior consent of all the nonwithdrawing members of the Company.

ARTICLE VII -- TERMINATION OF EXISTENCE

The Company shall be dissolved upon the occurrence of events specified in the Company's operating agreement.

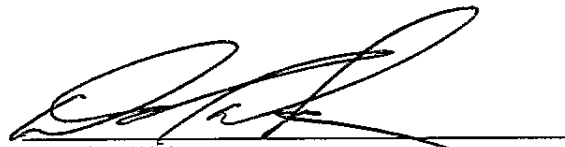
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VIII -- MANAGEMENT

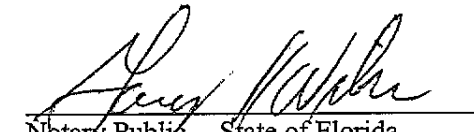

The Company shall be managed by the members in accordance with the operating agreement adopted by the members for the management of the business and affairs of the Company. This operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Naples, Florida, on this 19 day of FEB, 2002.


David E. Fisher

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to and subscribed before me this 19 day of FEB, 2002, by DAVID E. FISHER.


Notary Public -- State of Florida
Gary K. Wilson
Commission # CG 828331
Expires June 8, 2003
 Bonded Thru
Atlantic Bonding Co., Inc.
Commissioned Name of Notary Public

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

(SEAL)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of BEACH DEVELOPMENT OF SW FLORIDA, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent.

Date: FEB 19, 2002



Gary Wilson, Registered Agent

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AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA