CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 Fax (850) 222-1222 -_{03/05/02}--01037--018 ****620.00 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_ Signature Vehicle Search Driving Record_ Requested b UCC 1 or 3 File_ UCC 11 Search

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ARTICLES OF ORGANIZATION OF PORT ROYAL PROPERTIES, LLC

ARTICLE I – Name:

The name of the Limited Liability Company is: PORT ROYAL PROPERTIES, LLC (the "Company").

ARTICLE II - Address:

The mailing and street address of the principal office of the company is: 4501 Tami Ami Trail N., Ste. 224, Naples, FL 34103.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual.

ARTICLE IV - Management:

The Company is to be managed by the managing member, the name and address of which is:

PROVIDENT DEVELOPMENT GROUP, INC. 4501 Tami Ami Trail N., Ste. 224 Naples, FL 34103

ARTICLE V - Admission of Additional Members:

Members shall have the right to admit additional members as set forth in the Operating Agreement by and among the Company and its members, as amended from time to time, or as otherwise provided by the Florida Limited Liability Act.

ARTICLE VI - Members' Rights to Continue Business:

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be would-up, and upon the occurrence of any such event the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

MANAGING MEMBER:

PROVIDENT DEVELOPMENT GROUP, INC., a Florida eprporation,

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507 FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILTY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: PORT ROYAL PROPERTIES, LLC
- 2. The address of the registered agent and office is: ROBERT S. KRAMER, 853 SE Monterey Commons Blvd., Stuart, Florida 34996.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated by this certificate, I hereby accept the appointment as registered agent and agree to act in this 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 the obligations of my position as a registered agent.

Robert S. Kramer, Registered Agent

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