

L02000007787



ACCOUNT NO. : 072100000032

REFERENCE : 506666 7103152

AUTHORIZATION :

Patricia Pyjuts

COST LIMIT : \$ 155.00

ORDER DATE : April 1, 2002

ORDER TIME : 10:37 AM

ORDER NO. : 506666-005

CUSTOMER NO: 7103152

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CUSTOMER: Ms. Susan Copeland
Goodlette Coleman & Johnson,
P.a.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: NAPLES REALTY GROUP, L.L.C.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	
Availability	XX
Document	
Examiner	DCC
Undater	DCC
Notater	
Verifier	DCC
Acknowledgement	DCC
P. Verifier	DCC

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA
DIVISION OF CREATION
FILED

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**ARTICLES OF ORGANIZATION
OF
NAPLES REALTY GROUP, L.L.C.**

The undersigned, being an initial Member of a limited liability company to be organized under the Florida Limited Liability Company Act, adopts and submits the following Articles of Organization for such limited liability company:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be Naples Realty Group, L.L.C.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be 1166 Dimock Lane, Naples, Florida 34110.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office and initial registered agent of the Company is 1166 Dimock Lane, Naples, Florida 34110, and the name of the initial registered agent at such address is Alan T. Schiffman.

**ARTICLE IV
ADMISSION OF MEMBERS**

The Members of the Company may admit new Members to the Company upon the prior written consent of all then-existing Members of the Company as provided in the Operating Agreement. Newly admitted Members shall have all of the rights and privileges of other Members of the Company to the extent provided in the Operating Agreement.

**ARTICLE V
EFFECTIVE DATE**

The Company's effective date of existence shall begin on the date of filing of these Articles.

**ARTICLE VI
DURATION**

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or any other event that would terminate the continued membership of the Member in the Company, the remaining Members, if any, shall have the right to continue the business of the Company upon the unanimous written consent of all remaining Members, to the extent and in the manner provided in the Operating Agreement.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII MANAGEMENT

The Company will be a Member Managed Limited Liability Company. The initial number of Members of the Company shall be four (4). The number of Members may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations. The name and business address of the Members who shall serve as the initial Members are:

Alan T. Schiffman
1166 Dimock Lane
Naples, Florida 34110

Peter Cross
Walton Road
Blue Bell, Pennsylvania 19422

Peter Gulick
106 Elden Street, Suite 17
Hernoon, Virginia 20170

Michael Pashley
13112 Newport Boulevard, Suite K
Tustin, California 92780-3440

IN WITNESS WHEREOF, the undersigned, being an Initial Member of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, has executed these Articles of Organization as of this 1st day of April, 2002.

Witnesses:

Vicki Grother
Printed Name: VICKI GROOTHER

Susan McCapland
Printed Name: SUSAN MCCAPLAND

NAPLES REALTY GROUP, L.L.C.

By: Alan T. Schiffman
Alan T. Schiffman, Member

Its: _____
Date: April 1, 2002

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TALLAHASSEE, FLORIDA

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Apr '01 02 03:39p a. t. schiffman

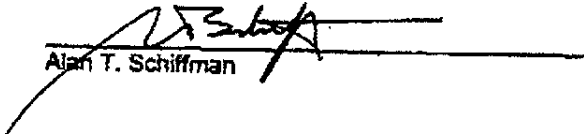
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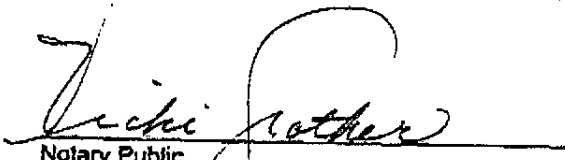
ACCEPTANCE BY REGISTERED AGENT

I, Alan T. Schiffman, having been duly designated to act as registered agent and to accept service of process for Naples Realty Group, L.L.C., a limited liability company to be organized under the Florida Limited Liability Company Act, 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 am familiar with and accept the designations of my position as Registered Agent.


Alan T. Schiffman


State of Florida
County of Collier

The foregoing instrument was acknowledged before me this 1st day of April, 2002, by Alan T. Schiffman, who is personally known to me or has produced a Florida driver's license as identification.


Notary Public
State of Florida at Large
My Commission Expires:

(Notary Seal)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 Vicki Lynn Grother
My Commission CC803046
Expires January 19, 2003