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Federal Express

May 3, 2002

Florida Department of State

Division of Corporations

P O Box 6327

Tallahassee, Florida 32314

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-05/06/02--01056--001  
\*\*\*\*250.00 \*\*\*\*125.00

To Whom It May Concern:

We are enclosing Articles of Incorporation for:

Toscany Management Company, L.L.C. and  
Toscany Construction Company, L.L.C.

Also enclosed is our check for \$250.00 for filing.

Please transmit the certificate of incorporation and copy of the articles for both companies to the undersigned at the above address in the enclosed Federal Express return envelope.

Very truly yours,

Robert M. Johnson

Encl: Check \$250.00

Articles of Inc. (original and copy)

Federal Express Envelope for return

FILED  
02 MAY -6 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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just

FILED

02 MAY -6 PM 2:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION

OF

### **TOSCANY CONSTRUCTION COMPANY, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

#### ARTICLE I - NAME

The name of the limited liability company shall be **TOSCANY CONSTRUCTION COMPANY, L.L.C.**, ("Company"). The mailing address and street address of the Company in Florida shall be 27 South Orange Avenue, Sarasota, Florida 34236.

#### ARTICLE II - 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.

#### ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to acquire, own and develop real property and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

#### ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Robert M. Johnson, Esq., 27 South Orange Avenue, Sarasota, Florida 34236.

#### ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations 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 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 - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the company are:

<u>Name</u>	<u>Address</u>
Luigi Rastrelli	811 Paradise Way, Sarasota, FL 34242
Robert M. Johnson	27 South Orange Avenue, Sarasota, FL 34236
Garry Battaglia	Laurel Road, Nokomis, FL 34275
Frank Giannini	2144 Gulf Gate Drive, Sarasota, FL 34231

FILED  
02 MAY - 6 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

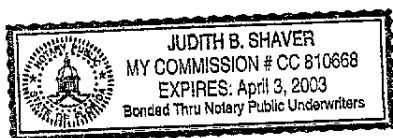
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Sarasota, Florida for the foregoing uses and purposes this 3<sup>rd</sup> day of May, 2002.

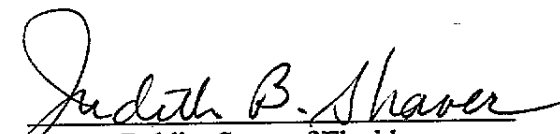
  
ROBERT M. JOHNSON

STATE OF FLORIDA  
COUNTY OF SARASOTA

Before me personally appeared **ROBERT M. JOHNSON**, to me well known to be the organizer of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it.

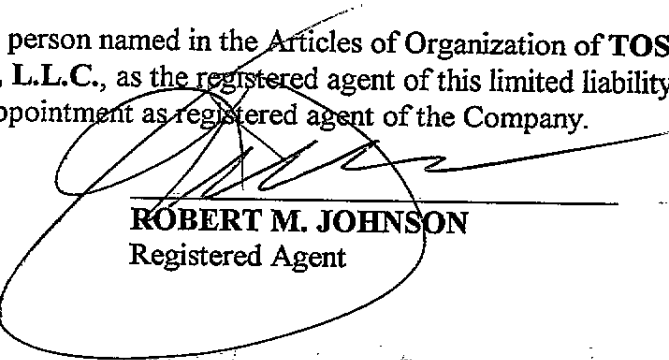
IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 3<sup>rd</sup> day of May, 2002.



  
Notary Public, State of Florida

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of **TOSCANY CONSTRUCTION COMPANY, L.L.C.**, as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.



**ROBERT M. JOHNSON**  
Registered Agent

**FILED**  
**02 MAY -6 PM 2:13**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**