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June 26, 2002

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BOARD CERTIFIED BUSINESS LITIGATION LAWYER

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BOARD CERTIFIED REAL ESTATE LAWYER

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BETH B. WOODS

Secretary of State

The Division of Corporations

409 East Gaines Street

Tallahassee, Florida 32399

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\*\*\*\*155.00 \*\*\*\*155.00

*Via Federal Express*

Re: **Articles of Organization for Seminole Building Partners, L.L.C., a  
Florida limited liability company**

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced limited liability company. Also enclosed you will find our check in the amount of One Hundred Fifty-five Dollars (\$155.00) to cover the following costs:

1. \$ 100.00 - Filing Fee;
2. \$ 25.00 - Designation of Registered Agent;
3. \$ 30.00 - Certified Copy of the Articles of Organization.

TOTAL AMOUNT DUE - \$155.00

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.

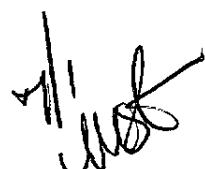


Diane Whitacre

Paralegal

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02 JUN 28 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Encl.



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AND  
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02 JUN 28 PM 12: 52

SECRETARY OF STATE  
FALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
SEMINOLE BUILDING PARTNERS, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of this limited liability company is SEMINOLE BUILDING PARTNERS, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 541 West Place, Naples, FL 34108. The Company's registered agent is J. Michael Coleman, whose office is located at 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105.

**ARTICLE III  
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV  
ORGANIZER**

The organizer of the Company is Steve Romanelli, who is a natural person at least eighteen (18) years old.

**ARTICLE V  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI  
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing member is an agent of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. The name and address of the managing members are:

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TALLAHASSEE, FLORIDA

Steve Romanelli  
541 West Place  
Naples FL 34108

Brian Glaeser  
511 Carica Road  
Naples FL 34108

## **ARTICLE VII CONTRIBUTIONS**

The members in the aggregate have contributed to the Company One Hundred Dollars (\$100.00) in cash.

## **ARTICLE VIII ADMISSION OF NEW MEMBERS**

The Company may admit new members as provided in the Company's operating agreement.

## **ARTICLE IX DISSOLUTION**

### **Section 9.01     Dissolution and Dissolution Avoidance Following the Dissociation of a Member**

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least two (2) remaining members. If a dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

## **ARTICLE X DISTRIBUTIONS**

### **Section 10.01     Interim Distributions**

The Company may make interim distributions of property to its members as agreed by all of the members.

### **Section 10.02     Winding-Up Distributions**

The Company may make winding-up distributions of property to its members as agreed by all of the members.

**ARTICLE XI  
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO  
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 27 day of May, 2002.

  
Steve Romanelli

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AND  
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TALLAHASSEE, FLORIDA

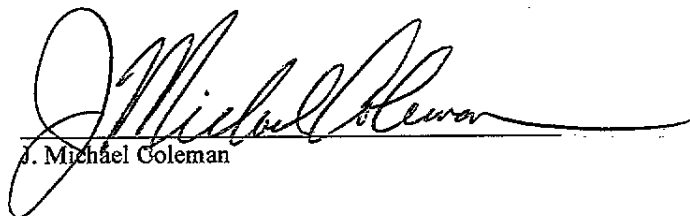
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: SEMINOLE BUILDING PARTNERS, LLC
2. The name and address of the registered agent and office is:

J. Michael Coleman  
2640 Golden Gate Parkway, Suite 115  
Naples, Florida 34105

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in 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 accept the obligations of my position as registered agent.*

  
J. Michael Coleman

May 27, 2002

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TALLAHASSEE, FLORIDA