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REFERENCE : 668572 4718535

AUTHORIZATION :

Patricia Pzyto

COST LIMIT : \$ 160.00

ORDER DATE : July 18, 2002

ORDER TIME : 11:15 AM

ORDER NO. : 668572-005

CUSTOMER NO: 4718535

CUSTOMER: Jeffrey S. Kannensohn, Esq
Porter Wright Morris & Arthur
Suite 300
5801 Pelican Bay Boulevard
Naples, FL 34108

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TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CLERMONT ASSOCIATES, LLC

EFFECTIVE DATE:

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XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS:

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**ARTICLES OF ORGANIZATION
OF
CLERMONT ASSOCIATES, 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 Clermont Associates, LLC (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the initial principal office of the Company shall be c/o Jeffrey S. Kannensohn, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108-2709.

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 (the "Operating Agreement").

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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 Jeffrey S. Kannensohn, Esq., c/o Porter, Wright, Morris & Arthur LLP, 5801 Pelican Bay Blvd., Suite 300, Naples, Florida 34108-2709.

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous prior written consent of all members and on such terms and conditions as shall be approved by unanimous consent of all members. A member may transfer its interest in the Company only as set forth in the Operating Agreement of the Company.

ARTICLE VI -- WITHDRAWAL OF MEMBERS

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

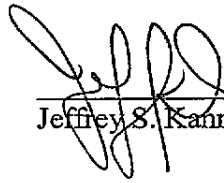
ARTICLE VII -- TERMINATION OF EXISTENCE

The Company shall be dissolved upon the occurrence of events specified in the Company's Operating Agreement.

ARTICLE VIII -- MANAGEMENT

The Company shall be member managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The 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 on this 17th day of July, 2002.



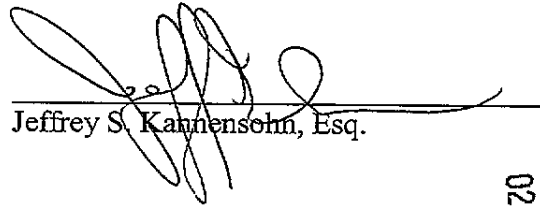
Jeffrey S. Kannensohn, Authorized Representative

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DIVISION OF CORPORATIONS
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Clermont Associates, 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: July 18, 2002.



Jeffrey S. Kannensohn, Esq.

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