

L02000023939

Gregg A. Fous
11595 Kelly Road, Suite 123
Fort Myers, FL 33908
239-277-9309

September 9, 2002

Registration Section
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, FL 21314

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***125.00 ***125.00

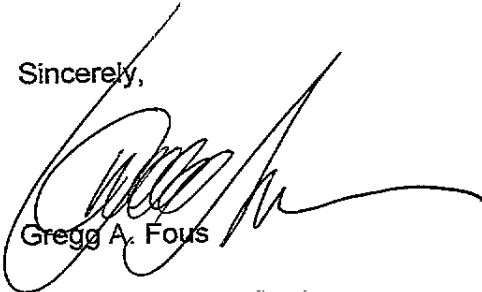
Re: Formation of Sunset Concepts VII, L.L.C.

Ladies and Gentlemen:

I have enclosed for filing the articles of Organization, Affidavit of Membership and Contributions, and Certificate of Designated Agent/Registered office of Sunset Concepts VII, L.L.C. I have also enclosed a check for \$125.00. *WLG/16*

Please acknowledge this filing to me upon registration of the limited liability company. Thank you for your consideration.

Sincerely,


Gregg A. Fous

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ARTICLES OF ORGANIZATION

OF

Sunset Concepts VII, L.L.C.

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act"),

ARTICLE I Sunset Concepts VII, L.L.C.

The name of the limited liability company is **Sunset Concepts VII, L.L.C.** (the "Company")

ARTICLE II PRINCIPAL OFFICE

The mailing address and street address of the Company's principal office is as follows: 11595 Kelly Rd., Fort Myers, FL 33908.

ARTICLE III PERIOD OF DURATION

Company shall exist for a period of forty (40) years, unless sooner terminated by the operation of law or pursuant to the provisions of the Company's operating agreement (the "Operating Agreement")

ARTICLE VII MANAGEMENT

The Company will be managed by managers in accordance with the Company's Operating Agreement. The names and the business addresses of the initial managers who shall serve until the first annual meeting of members or until their successors are elected and qualified are:

NAME	ADDRESS
Gregg A. Fous	11595 Kelly Rd, Fort Myers, FL 33908
Donald E. Reynolds	11595 Kelly Rd, Fort Myers, FL 33908

ARTICLE V REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS

Additional Persons may be admitted to the Company as members and membership interests may be created and issued to those persons and to existing members upon approval by (a) a majority of the managers present at a meeting at which a majority of all of the managers are present, and (b) the members holding more than fifty (50%) of the membership interests of all of the members. The terms of admission or issuance must specify the percentage sharing ratios applicable thereto and may provide for the creation of different classes or groups of members having different rights, powers and duties. The managers shall reflect the creation of any new class or group in an amendment to the Company's operating agreement indicating the different rights, powers duties, and such an

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amendment shall be executed by all of the members. The provisions of this paragraph do not apply to transfers of membership interests.

Upon a transfer of the whole or a portion of a member's interest in the Company, the transferee shall have the right to become a member only if all of the following conditions are satisfied:

- (a) A duly executed and acknowledged written instrument of transfer approved by the Company's managers has been filed with the Company setting forth: (i) the intention of the transferee to be admitted as a member; (ii) the notice address of the transferee; and (iii) the amount of membership interest transferred;
- (b) The transferor and transferee execute and acknowledge, and cause other persons to execute and acknowledge, such other instruments and provide such other evidence as the managers may reasonably deem necessary or desirable to effect such admission, including without limitation the written acceptance and adoption by the transferee of the provisions of the Operating Agreement;
- (c) A transfer fee has been paid to the Company by the transferor sufficient to cover all expenses in connection with the transfer and admission, subject to the manager's right to waive this fee in their sole discretion; and
- (d) The admission is approved (i) by majority vote of the managers, if any, who are not transferors or affiliates of transferors, and (ii) the members holding a majority of the non-transferred units of membership interest, the granting or denial of which shall be within their sole and absolute discretion.

ARTICLE VI DISSOLUTION AND RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved upon the first to occur of the following:

- (a) The time fixed in these Articles of Organization as the expiration of the term of the Company;
- (b) The unanimous vote of the members;
- (c) Any event which makes it unlawful or impossible to carry on the Company's business;
- (d) The sale, disposition or abandonment of all or substantially all of the Company property; or
- (e) The entry of a decree of judicial dissolution.

The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company shall not cause the Company to dissolve.

ARTICLE VII PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

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**ARTICLE VIII
MEMBERS ARE NOT AGENTS**

No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to act for the Company solely by virtue of being a member.

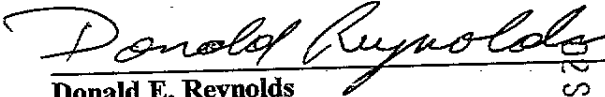
**ARTICLE IX
OPERATING AGREEMENT**

The Operating Agreement among the members of the Company must be writing.

IN WITNESS WHEREOF, the following members have executed these Articles of Organization on this 5th day of September, 2002.



Gregg A. Fous



Donald E. Reynolds

**STATE OF FLORIDA
COUNTY OF LEE**

Before me personally appeared Gregg A. Fous and Donald E. Reynolds, who are known to me to be the persons who executed the foregoing Articles of Organization on behalf of Invest in Condos, LLC.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the 5th day of September, 2002.

Known to me



NOTARY PUBLIC

Commission Number _____
My commission expires _____

ROBERT L. SHAMBERGER, Jr.
Notary Public, State of Florida
My comm. exp. Aug. 30, 2004
Comm. No. CC954216

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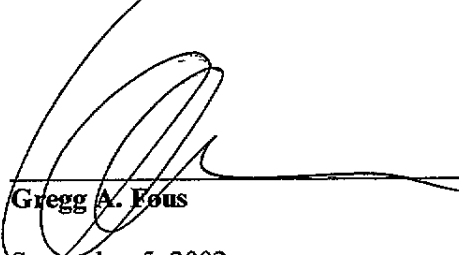
CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE
OF
Sunset Concepts VII, L.L.C.

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 AGAEN, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **Sunset Concepts VII, L.L.C.**
2. The name and address of the registered agent and office is:

Gregg Fous
11595 Kelly Road,
Fort Myers, FL 33908

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 and accept the obligations of my position as registered agent.


Gregg A. Fous

September 5, 2002

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FILING FEE: \$35 for Designation of Registered Agent