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LIMITED LIABILITY COMPANY

Hel-Mar Venetian Plaza Investors, LLC

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ARTICLES OF ORGANIZATION**OF****HEL-MAR VENETIAN PLAZA INVESTORS, LLC****ARTICLE I****NAME AND ADDRESS**

The name of this Limited Liability Company shall be **HEL-MAR VENETIAN PLAZA INVESTORS, LLC** ("Company"). The mailing address and street address of the principal office of the Company is 2606 South Horseshoe Drive, Naples, Florida 34104.

ARTICLE II**DURATION**

The Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company or as provided by law.

ARTICLE III**DESIGNATION OF REGISTERED AGENT**

The name and address of the registered agent and office of the Company shall be **PETER L. KEELEY, Esq.**, Grant, Fridkin, Pearson, Athan & Crown, P.A., Pelican Bay Corporate Centre, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

ARTICLE IV**MANAGEMENT OF COMPANY BUSINESS**

The Company's day to day business will be managed by one or more managers and is therefore a manager-managed company. F. Fred Pezeshkan is appointed the Company's initial Manager.

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Peter L. Keeley, Esquire

Grant, Fridkin, Pearson, Athan & Crown, P.A.

5551 Ridgewood Drive, Suite 501, Naples, FL 34108

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ARTICLE V**ADDITIONAL MEMBERS**

The Members may admit additional members upon Certificate of Membership signed by the existing Members.

ARTICLE VI**LIMITATIONS ON MEMBERS**

The Members shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other Members of the Company without first obtaining the prior written consent of all Members of the Company. Pursuant to Section 608.424 of the Florida Limited Liability Company Act, 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 incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VII**RIGHT TO CONTINUE BUSINESS OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Member or Members shall have the right to continue the business of the Company in accordance with the terms and conditions of its Operating Agreement.

ARTICLE VIII**AMENDMENTS**

These Articles may be amended from time to time by the written consent of all Members of the Company. The amendments shall be duly signed by the Manager of this Company and filed with the Florida Department of State.

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WITNESS, the hand of the undersigned authorized representative of the Members and the Manager of the Company this 25th day of September, 2002.

By: _____


PETER L. KEELEY
AUTHORIZED REPRESENTATIVE

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for **Hel-Mar Venetian Plaza Investors, LLC**, at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.


PETER L. KEELEY, Esq.

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