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CONROY, COLEMAN & HAZZARD, P.A.  
ATTORNEYS AT LAW

POINCIANA PROFESSIONAL PARK  
2640 GOLDEN GATE PARKWAY  
SUITE 115  
NAPLES, FLORIDA 34105

(239) 649-5200  
TELECOPIER (239) 649-8140

October 8, 2002

JAMES F. CAUDILL  
J. MICHAEL COLEMAN  
BOARD CERTIFIED CIVIL TRIAL LAWYER  
BOARD CERTIFIED BUSINESS LITIGATION LAWYER  
J. THOMAS CONROY, III  
BOARD CERTIFIED REAL ESTATE LAWYER  
ROBERT L. CROWN  
MICHAEL A. DURANT  
WILLIAM J. HAZZARD  
DAMIAN C. TAYLOR

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

Secretary of State  
The Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

*Via Federal Express*

Re: **Articles of Organization for Pelican Bay Acquisitions, 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:

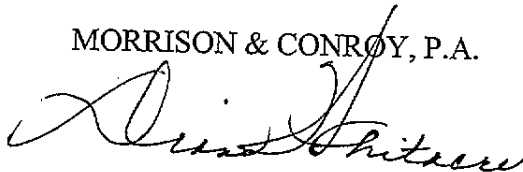
1. \$ 100.00 - Filing Fee;
2. \$ 25.00 - Designation of Registered Agent;
3. \$ 30.00 - Certified Copy of the Articles of Organization.

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

Encl.

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**ARTICLES OF ORGANIZATION  
OF  
PELICAN BAY ACQUISITIONS, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of this limited liability company is Pelican Bay Acquisitions, L.L.C., 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 26811 South Bay Drive, Suite 350, Bonita Springs, Florida 34134. The Company's registered agent is J. Thomas Conroy, 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 James A. Nashman, who is a natural person at least eighteen (18) years old.

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**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 members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Richard A. Lauer  
26811 South Bay Drive, Suite 350  
Bonita Springs, Florida 34134

James A. Nashman  
26811 South Bay Drive, Suite 350  
Bonita Springs, Florida 34134

**ARTICLE VII  
ADMISSION OF NEW MEMBERS**

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

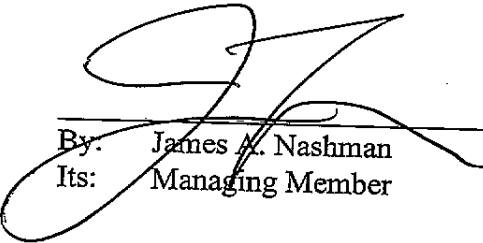
**ARTICLE VIII  
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO  
OPERATING AGREEMENT**

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.

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Executed this 14<sup>th</sup> day of August, 2002.

  
By: James A. Nashman  
Its: Managing Member

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**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: Pelican Bay Acquisitions, L.L.C.
2. The name and address of the registered agent and office is:

J. Thomas Conroy, III  
Conroy, Coleman & Hazzard, P.A.  
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 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.*

(Signature)

August 14, 2002