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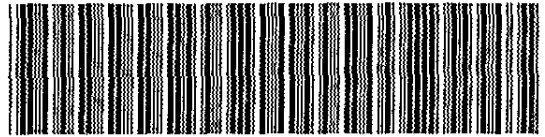
(Business Entity Name)

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137

**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: SOUTHERN CENTERS IN NAPLES, L.C.
(Proposed limited liability company name - must include suffix)

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TALLAHASSEE, FLORIDA
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TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of organization and a check for :



Filing Fee
& Registered
Agent designation



Filing Fee,
Registered Agent
Designation &
Certificate



Filing Fee,
Registered Agent
Designation &
Certified Copy



Filing Fee,
Registered Agent
Designation,
Certified Copy &
Certificate

FROM: RANDALL KELLA
Name (Printed or typed)
1500 CORDOVA ROAD, SUITE 310
Address
FORT LAUDERDALE, FL 33316
City, State & Zip
(954) 523-4008
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Articles of organization must be executed by at least one member or authorized representative of a member, and the execution of the document constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.

FILING FEES:

- \$ 100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (OPTIONAL)
- \$ 5.00 Certificate of Status (OPTIONAL)

\$ 130.00

A letter of acknowledgment will be issued free of charge upon registration. Please submit one check made payable to the Florida Department of State for the total amount of the filing fees and any optional certificate or copy.

A cover letter containing your name, address and daytime telephone number should be submitted along with the articles of organization and the check. The mailing address and courier address are:

Mailing Address

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
(850) 245-6051

Street Address

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399
(850) 245-6051

Any further inquiries concerning this matter should be directed to the Registration Section by calling (850) 245-6051.

Naples

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ARTICLES OF ORGANIZATION

OF

SOUTHERN CENTERS IN NAPLES, L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

ARTICLE I

NAME

The name of the limited liability company is SOUTHERN CENTERS IN NAPLES, L.C.

ARTICLE II

DURATION

The period of this company's duration shall be perpetual, unless terminated by unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE III

ADDRESS

The mailing and street address of the principal office of the limited liability company is 1500 Cordova Road, Suite 310, Fort Lauderdale, Florida 33316.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the company is 1500 Cordova Road, Suite 310, Fort Lauderdale, Florida 33316, and the name of the initial registered agent of this company at that address is RANDALL KELLA.

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ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new member.

ARTICLE VI
RIGHT TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE VII
MANAGEMENT OF COMPANY

Management of the company is reserved to the Members. The name and address of the Managerial Member is:

RANDALL KELLA

1500 Cordova Road, Suite 310
Ft. Lauderdale, Florida 33316

ARTICLE VIII
TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this company may only be transferred or assigned if all the remaining Members of this company approve of such transfer or assignment by unanimous written consent. Otherwise, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the company or to become a Member, and shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that Member otherwise would be entitled.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this 30th day of October 2002.



RANDALL KELLA, Member

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above state limited liability company at the place designated in the Articles of Organization, I hereby accept this 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 obligation of my position as registered agent.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 30th day of October, 2002.

By: _____


RANDALL KELLA

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

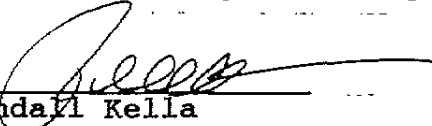
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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is SOUTHERN CENTERS IN NAPLES, L.C.
2. The name and address of the registered agent and office is:

Randall Kella
1500 Cordova Road, Suite 310
Fort Lauderdale, FL 33316

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 provision 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.


Randall Kella

10/30/02
Date

EXHIBIT "A"

LEGAL DESCRIPTION

SOUTHERN CENTERS IN NAPLES, L.C.

Parcel 1 (Oliver):

The Northwest quarter (NW 1/4) of Section 3, Township 51 South, Range 26 East, Collier County, Florida:

From the Northeast corner of said Northwest quarter (NW 1/4) run with the Section line North 89°23'53" West a distance of 324.27 feet to the East right-of-way line of State Road #951; thence with said right-of-way line South 35°40'08" West a distance of 887.72 feet to the true POINT OF BEGINNING; Thence continuing with said right-of-way line South 35°40'08" West a distance of 365.0 feet to its junction with the North right-of-way line of State Road #90; thence with the right-of-way line of State Road #90 South 24°19'52" East a distance of 69.99 feet and South 54°20'16" East a distance of 159.38 feet; thence North 35°39'44" East a distance of 400.0 feet; thence North 54°20'16" West a distance of 220.0 feet to the POINT OF BEGINNING.

Parcel Identification No. 00724640005

Parcel 2 (Collier):

The Northwest quarter (NW 1/4) of Section 3, Township 51 South, Range 26 East, Collier County, Florida:

From the Northeast corner of said Northwest quarter (NW 1/4) run with the Section line North 89°23'53" West a distance of 324.27 feet to the East right-of-way line of State Road #951; thence with said right-of-way line South 35°40'08" West a distance of 1252.72 feet to its junction with the North right-of-way line of State Road #90; thence with the right-of-way line of State Road #90 South 24°19'52" East a distance of 69.99 feet and South 54°20'16" East a distance of 159.38 feet to the true POINT OF BEGINNING. Thence North 35°39'44" East a distance of 400 feet; thence South 54°20'16" East a distance of 220 feet; thence South 35°39'44" West a distance of 400 feet; thence North 54°20'16" West a distance of 220 feet to the POINT OF BEGINNING.

Parcel Identification No. 00724640005

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