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LIMITED LIABILITY COMPANY
NAPLES BATH AND TENNIS CLUB MANAGEMENT, LLC

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
NAPLES BATH AND TENNIS CLUB MANAGEMENT, LLC
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes for the purpose of forming a Limited Liability Company under the laws of the State of Florida does set forth the following:

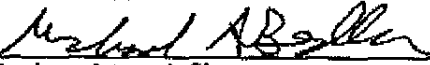
1. NAME. The name of the Limited Liability Company is NAPLES BATH AND TENNIS CLUB MANAGEMENT, LLC (the "Company").
2. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The mailing and street address of the principal office of the Company is: 4995 Airport Road North, Naples, Florida 34105.
3. REGISTERED AGENT. The name and address of the initial registered agent in the State of Florida is: Michael A. Bedke, Esquire, Piper Rudnick LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602.

The undersigned has executed these Articles of Organization on the 23rd day of December, 2002.



Signature of Authorized Representative of a Member
Michael A. Bedke, Authorized Representative

ACCEPTANCE OF REGISTERED AGENT. Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization above, 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 as provided for in Section 608.415 of the Florida Statutes.



Registered Agent's Signature