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GREGG A. FOUS 11595 KELLY ROAD FORT MYERS, FLORIDA 33908 239.277.5202

January 14, 2002

TO MICH OF THE SECOND OF THE S

Registration Section
Division of Corporations
Florida Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Organization for Brixton Development LLC

Ladies and Gentlemen:

On behalf of the above-captioned limited liability company, I have enclosed Articles of Organization and the Designation of Registered Agent, together with our filing fees totaling \$125.00, which includes \$100.00 for the Articles of Organization and \$25.00 for the Designation of Registered Agent.

Please confirm this filing to this office by sending to me a letter of acknowledgement as soon as possible.

Very truly yours,

Florida Secy of State Ltr with Articles of Organization, 1.10.03.doc

Enclosure

ARTICLES OF ORGANIZATION

OF

BRIXTON DEVELOPMENT LLC

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

ARTICLE I NAME OF COMPANY

The name of the limited liability company is BRIXTON DEVELOPMENT LLC (the "Company").

ARTICLE II PRINCIPAL OFFICE

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

ARTICLE III PERIOD OF DURATION

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

ARTICLE IV MANAGEMENT

The Company will be managed by managers in accordance with the Company's Operating Agreement.

ARTICLE V PURPOSE

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

ARTICLE VI 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 VII 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 __/5_ day of January, 2003.

REGG A. FOUS, a Member

TIMES JA 17 AN 11:00
FILED AND STORE FLORIDA

CERTIFICATE OF DESIGNATION

OF

REGISTERED AGENT/REGISTERED OFFICE

OF

BRIXTON DEVELOPMENT LLC

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: BRIXTON DEVELOPMENT LLC.
- 2. The name and address of the registered agent and office is:

Gregg A. Fous 11595 Kelly Road Fort Myers, Florida 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 as provided for in Chapter 608, Florida Statutes.

REGG A. FOUS, Registered Agent