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03 FEB 20 AM 9:18  
TALLAHASSEE, FLORIDA

**Wynnton Group**

# Memo

**To:** Florida Secretary of State  
**From:** Stanley A. Tarkow [starkow@wynnton.com]  
**Date:** February 19, 2003  
**Re:** New Limited Liability Company  
**Cc:**

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HALL HASSLER, FLORIDA

03 FEB 20 AM 9:18

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I enclose duplicate originals of the Articles of Organization for Alinari at the Renaissance of Sarasota, LLC, together with my \$125.00 check in payment of the filing fees. Please time stamp the duplicate and return it to me in the enclosed envelope. Thank you for your prompt attention.

**ARTICLES OF ORGANIZATION  
OF  
ALINARI AT THE RENAISSANCE OF SARASOTA, LLC**

03 FEB 20 AM 10:19  
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FALLAHASSEE, FLORIDA

THE UNDERSIGNED, pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a Limited Liability Company (the "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:

ALINARI AT THE RENAISSANCE OF SARASOTA, LLC

2. Period of Duration.

The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

(i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or

(ii) Dissolution of the Limited Liability Company pursuant to provisions of the Act.

3. Purpose and Powers.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida to be engaged in by a Limited Liability Company organized and existing under the Act. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing under the Act.

4. Mailing Address and Street Address.

The mailing address of the Limited Liability Company is 511 Bay Street, Suite 309, Tampa, Florida 33606, and the street address of its principal place of business is 511 Bay Street, Suite 309, Tampa, Florida 33606.

5. Registered Office and Registered Agent

The registered office of the Limited Liability Company is 511 Bay Street, Suite 309, Tampa, Florida 33606, and the name of its registered agent at such address is Stanley A. Tarkow.

6. Management

The Limited Liability Company is to be a manager managed company.

7. Initial Members.

The initial member of the Limited Liability Company is WCP Holdings, LLC, a Georgia limited liability company, and its business address is 1430 Wynnton Road, Columbus, GA 31906.

8. Admission of Additional Members.

No person may be admitted as an additional member of the Limited Liability Company unless each member consents thereto in writing.

9. Dissolution.

Upon the death, bankruptcy, retirement, expulsion, or dissolution of a member of the Limited Liability Company, the Limited Liability Company shall be dissolved in accordance with the provisions of the Act, provided, however, that the remaining members may consent to continue the business of the Limited Liability Company by the affirmative vote of members whose capital accounts in the aggregate constitute 67% or more of the total capital accounts of all of the members of the Limited Liability Company.

10. Additional Contributions.

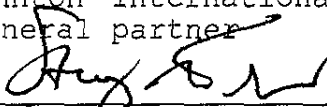
The total additional contributions, if any, agreed to be made by the member is and the times at which, or the events of happening of which, that shall be made, are as follows: \$10.00.

IN WITNESS WHEREOF, these Articles of Organization are executed by the undersigned member this 19th day of February, 2003.

WCP Holdings, LLC, a Georgia Limited Liability Company

By: Wynnton Capital Partners, L.P., a Georgia limited partnership, its manager

By: Wynnton International, Inc, a Georgia corporation, its general partner

By:   
Stanley R. Tarkow, vice-president

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03 FEB 20 AM 10:56  
ALABAMA  
SHELBY COUNTY  
CLERK OF COURT

**ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT**

THE UNDERSIGNED, a resident of the State of Florida, having been named in the foregoing Articles of Organization of Alinari at the Renaissance of Sarasota, LLC, as the initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations of registered agent provided for under Section 608.415, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Limited Liability Company.

DATED, this 19th day of February, 2003.

  
\_\_\_\_\_  
Stanley A. Tarkow

TALLAHASSEE, FLORIDA

03 FEB 20 AM 9:18

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