

Date: 4/9/03 Time: 1:24 PM To: 187 383 4A NAME: X Page: 001-004
Division of Corporations Page 1 of 2

L030000012814

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000109573 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : ROETZEL & ANDRESS
Account Number : I20000000121
Phone : (941) 649-6200
Fax Number : (239) 261-3659

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 APR -9 PM 3:04

RECEIVED

03 APR -9 PM 1:17

DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

NAP Gunn 54 LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

4/9

AUDIT NUMBER: (H03000109573 3)

**ARTICLES OF ORGANIZATION
OF**

NAP Gunn 54 LLC

a Florida Limited Liability Company

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be NAP Gunn 54 LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 7500 College Parkway, Fort Myers, Florida 33907.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Stephen E. Thompson, Esq., Roetzel & Andress, 850 Park Shore Drive, Third Floor, Naples, Florida 34103.

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may only transfer his or her interest in the Company as set forth in the Operating Agreement of the Company.

ARTICLE VI - TERMINATION OF EXISTENCE

Upon the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, the business of the Company may be continued by the consent of the remaining member or members; provided, however, that the occurrence of any of the events described in Florida Statutes 608.4237 (1) (a) through (f), inclusive, and (2) shall not operate to terminate membership of a member in the Company or dissolve the Company unless the remaining member(s) properly files articles of dissolution with the Department of State.

AUDIT NUMBER: (H03000109573 3)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 APR - 9 PM 3:04

AUDIT NUMBER: (H03000109573 3)

ARTICLE VII - MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company is:

NAME	ADDRESS
NAP Investments Management Company, Inc., a Georgia corporation	7500 College Parkway Fort Myers, FL 33907

The initial manager is expressly authorized to act on behalf of the Company. The execution of any document by one or more managers will fully bind the Company.

ARTICLE VIII - AMENDMENT

These Articles of Organization may be amended by the consent of all members, or as may otherwise be provided by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at LEE COUNTY, Florida, on this 8th day of April, 2003.

Member:

North American Properties Investors, Ltd.,
a Florida limited partnership

By: North American Properties Investors, Inc.,
a Florida corporation, its General Partner

By: [Signature]

Susan M. Sprehn, as Vice President

[CORPORATE SEAL]
1997

STATE OF FLORIDA)
COUNTY OF LEE) ss:
)

The foregoing instrument was acknowledged before me this 8th day of April, 2003, by Susan M. Sprehn, as Vice President of North American Properties Investors, Inc., a Florida corporation, the General Partner of North American Properties Investors, Ltd., a Florida limited partnership, as the initial Member of NAP Gunn 54 LLC. She is (X) personally known to me or () has produced _____ as identification.



Susan Janeen Jones
My Commission CC978624
Expires October 22, 2004

NOTARY PUBLIC

Name: Susan Janeen Jones

(Type or Print)

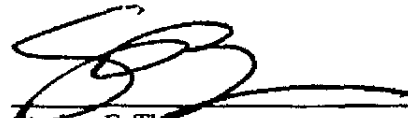
My Commission Expires: 10/22/04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 APR - 9 PM 3:04

AUDIT NUMBER: (H03000109573 3)

**NAP Gunn 54 LLC,
a Florida limited liability company
ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of NAP Gunn 54 LLC, a Florida limited liability company, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.



Stephen E. Thompson,
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 APR -9 PM 3:04