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2003 APR 28 AM 12:11
HALLANDALE, FLORIDA

J. BRYAN APR 29 2003

BUCKINGHAM PALMS LLC
NAPLES, FLORIDA

April 22, 2003

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

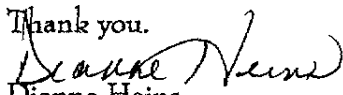
Please find enclosed the application for Articles of Organization for Buckingham Palms LLC along with a check for the filing fees.

My name, address and telephone number:

Dianne Heins
13105 Vanderbilt Drive #1005
Naples, FL 34110

Telephone: 239 593-3082

Thank you.


Dianne Heins

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2003 APR 28 AM 12:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

13105 VANDERBILT DRIVE #1005 NAPLES, FLORIDA 34110

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BUCKINGHAM PALMS LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

13105 VANDERBILT DRIVE #1003
NAPLES, FL 34110

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

DIANNE HEINS

Name

13105 VANDERBILT DRIVE #1005

Florida street address (P.O. Box **NOT** acceptable)

NAPLES FL 34110

City, State, and Zip

FILED
2003 APR 28 AM 12:11
JULIA H. HARRIS, CLERK
TALLAHASSEE, FLORIDA

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, F.S.

Dianne Heins

Registered Agent's Signature

(An additional article must be added if an effective date is requested)

Dianne Heins

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

DIANNE HEINS

Typed or printed name of signer

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)