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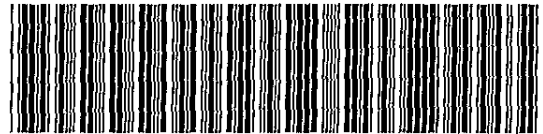
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03 AUG 20 PM 3:21

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August 19, 2003

VIA FEDERAL EXPRESS

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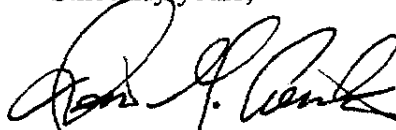
Re: Nugent Properties, LLC / Formation

Dear Sirs:

Enclosed please find a Certificate of Conversion of Unincorporated Business into Nugent Properties, LLC under Florida Statutes §608.439 and Articles of Organization for Nugent Properties, LLC. Also enclosed is this firm's check in the amount of \$180.00 (\$100.00 filing fee for Articles, \$25.00 registered agent fee, \$25.00 filing fee for the Certificate of Conversion and \$30.00 certified copy fee for the Certificate of Conversion).

If anything further is required, please to contact me at the above number.

Sincerely yours,



Dennis G. Corrick

DGC;lo
Enclosures

cc: Will Nugent (w/o enclosures)

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**CERTIFICATE OF CONVERSION OF UNINCORPORATED BUSINESS
INTO NUGENT PROPERTIES, LLC
UNDER FLORIDA STATUTES § 608.439**

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TALLAHASSEE, FLORIDA

It is hereby certified that:

1. WILLIAM E. NUGENT and KIMBERLY A. NUGENT (the "Owners"), first established their unincorporated business in 1999;
2. The name under which the business entity (the "Business") operated immediately prior to the filing of this Certificate of Conversion was that of the Owners;
3. Notwithstanding the fact that the real property situate in Charlotte County, Florida, more specifically described in **Exhibit "A"** attached hereto and made a part hereof (the "Real Property") was held of record in the name of the Owners, such Real Property was operated as a part of the Business, and treated in all respects as the property of the Business.
4. The name of the limited liability company into which the unincorporated business is converting, as set forth in the Articles of Organization filed of even date herewith, is NUGENT PROPERTIES, LLC; and
5. The effective date of this conversion to NUGENT PROPERTIES, LLC shall be the filing date of this certificate.
6. Upon the filing of the Articles of Organization and this Certificate of Conversion, pursuant to the provisions of Florida Statutes Section 608.439(6), the Real Property shall vest by operation of law in NUGENT PROPERTIES, LLC, a Florida limited liability company.

Dated: This 1st day of August, 2003.

Nugent Properties, LLC, a Florida limited liability company

By: William E. Nugent
William E. Nugent, Manager

EXHIBIT "A"

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CLERK OF STATE
TALLAHASSEE, FLORIDA

UNIT A-2, PHASE IX, HIDEAWAY BAY BEACH CLUB, A CONDOMINIUM according to the Declaration of Condominium recorded in Official Records Book 972, Page 725 et seq., the survey, plot plan and graphic description of improvements thereof recorded in Condominium Plat Book 7, Pages 82A through 82I, as amended in Condominium Plat Book 10, Pages 31A through 31G, as amended in Condominium Book 10, Pages 49A through 49G, as amended in Condominium Book 10, Pages 56A through 56G, as amended in Condominium Book 10, Pages 58A through 58G, as amended in Condominium Book 10, Pages 73A through 73G, the First Amendment to Declaration of Condominium of Hideaway Bay Beach Club, a Condominium recorded in Official Records Book 1098, Page 1855, the Second Amendment to Declaration of Condominium of Hideaway Bay Beach Club, a Condominium recorded in Official Records Book 1218, Page 2179, the Third Amendment to Declaration of Condominium recorded in O.R. Book 1250, Page 1320, the Fourth Amendment to Declaration of Condominium recorded in Official Records Book 1251, Page 1778, the Fifth Amendment to Declaration of Condominium recorded in O.R. Book 1313, Page 1172, the Sixth Amendment to Declaration of Condominium recorded in Official Records Book 1344, Page 388, the Seventh Amendment to Declaration of Condominium recorded in Official Records Book 1368, Page 1162, Corrective Seventh Amendment to Declaration of Condominium recorded in Official Records Book 1398, Page 1800, Eighth Amendment to Declaration of Condominium recorded in Official Records Book 1521, Page 835, Ninth Amendment recorded in Official Records Book 1601, Page 696, Tenth Amendment recorded in Official Records Book 1601, Page 699, Certificate of Amendment to the By-Laws of HIDEAWAY BAY BEACH CLUB CONDOMINIUM ASSOCIATION, INC. recorded in Official Records Book 1662, Page 324, and Eleventh Amendment recorded in Official Records Book 1673, Page 1670, all of the Public Records of Charlotte County, Florida, together with an undivided interest in the common elements appurtenant thereto.

ARTICLES OF ORGANIZATION FOR
NUGENT PROPERTIES, LLC

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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 do hereby set forth the following:

ARTICLE I - NAME OF COMPANY

The name of the Limited Liability Company (the "Company") is NUGENT PROPERTIES, LLC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Company is 8780 NW Bethel Farms Road, Arcadia, Florida 34266.

ARTICLE III - PERIOD OF DURATION

This Company shall exist perpetually.

ARTICLE IV - MANAGEMENT

The Company shall be managed by the members.

ARTICLE V - PURPOSE

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Company organized and existing by virtue of such laws.

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial registered agent in Florida for the Company is WILLIAM E. NUGENT, 8780 NW Bethel Farms Road, Arcadia, Florida 34266.

IN WITNESS WHEREOF, the undersigned Member of the Company has made and subscribed these Articles of Organization this 1st day of August, 2003.


WILLIAM E. NUGENT

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ACCEPTANCE BY REGISTERED AGENT

03 AUG 20 PM 3: 21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as the registered agent for the above-mentioned Company at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

Signature: William E. Nugent

WILLIAM E. NUGENT

Date: August 1, 2003