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From:

Account Name : STUMP, STOREY & CALLAHAN, P.A.  
Account Number : I20000000161  
Phone : (407)425-2571  
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**LIMITED LIABILITY COMPANY**

Manatee Bay Associates, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION OF MANATEE BAY ASSOCIATES, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I – Name:**

The name of the Limited Liability Company is: MANATEE BAY ASSOCIATES, LLC

**ARTICLE II – Address:**

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Herons Glen, 12800 University Drive, Suite 400, Ft. Myers, Florida 33907.

**ARTICLE III – Duration:**

The period of duration for the Limited Liability Company shall be until December 31, 2050, unless terminated before that.

**ARTICLE IV – Management:**

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Douglas J. Cordello  
c/o Earthmark Companies, LLC  
12800 University Drive, Suite 400  
Fort Myers, Florida 33907

Michael E. Rosen  
c/o Earthmark Companies, LLC  
12800 University Drive, Suite 400  
Fort Myers, Florida 33907

Dave Clark  
c/o Earthmark Companies  
12800 University Drive, Suite 400  
Fort Myers, Florida 33907

W. Scott Callahan  
37 North Orange Avenue, Suite 200  
Orlando, Florida 32801

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

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**ARTICLE V — Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be determined by the Managing Member.

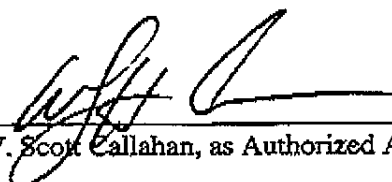
**ARTICLE VI — Members' Rights to Continue Business**

The remaining members of the limited liability company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

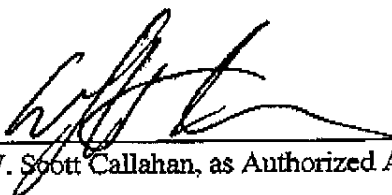
**ARTICLE VII — Registered Agent**

The address of the registered office of the Limited Liability Company in Florida is c/o Stump, Storey, Callahan & Dietrich, P.A., 37 North Orange Avenue, Suite 200, Orlando, Florida, 32801. The Limited Liability Company's registered agent at that address is W. Scott Callahan, Esquire.

IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this 4th day of September, 2003.

By:   
W. Scott Callahan, as Authorized Agent

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

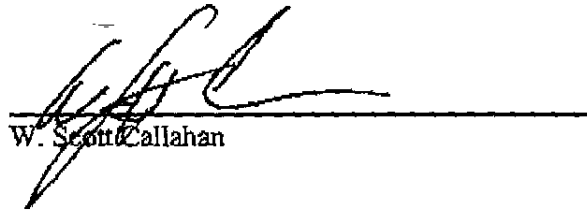
By:   
W. Scott Callahan, as Authorized Agent

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for MANATEE BAY ASSOCIATES, LLC, at the place designated in the Articles of Organization; the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statutes 608. The address of the Registered Agent is c/o Stump, Storey, Callahan & Dietrich, P.A., 37 North Orange Avenue, Suite 200, Orlando, Florida, 32801.

  
W. Scott Callahan

Date: September 4, 2003

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