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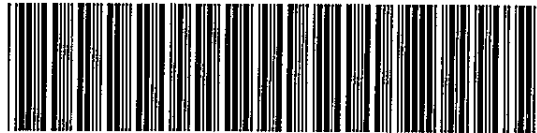
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LAWRENCE C.E. GARCIA
WILLIAM J. HAZZARD
MICHAEL L. MICHETTI
DAMIAN C. TAYLOR

October 23, 2003

Secretary of State
The Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Organization for Pelican Bay Bonita Beach Livingston, LLC, a Florida
limited liability company

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced limited liability company. Also, enclosed you will find our check in the amount of One Hundred Fifty-five Dollars (\$155.00) to cover the following costs:

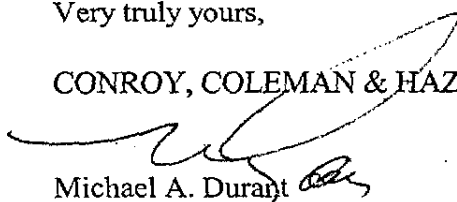
1. \$ 100.00 - Filing Fee;
2. \$ 25.00 - Designation of Registered Agent;
3. \$ 30.00 - Certified Copy of the Articles of Organization.

TOTAL AMOUNT DUE - \$155.00

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

CONROY, COLEMAN & HAZZARD, P.A.

Michael A. Durant 

Encls.

**ARTICLES OF ORGANIZATION
OF
PELICAN BAY BONITA BEACH LIVINGSTON, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is Pelican Bay Bonita Beach Livingston, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 26811 South Bay Drive, Suite 350, Bonita Springs, Florida 34134. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is James A. Nashman, who is a natural person at least eighteen (18) years old.

ARTICLE V
PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

ARTICLE VI
MANAGEMENT

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

James A. Nashman
26811 South Bay Drive, Suite 350
Bonita Springs, FL 34134

Richard A. Lauer
26811 South Bay Drive, Suite 350
Bonita Springs, FL 34134

Steven J. Bracci
26811 South Bay Drive, Suite 350
Bonita Springs, FL 34134

Keith R. Jennings
26811 South Bay Drive, Suite 350
Bonita Springs, FL 34134

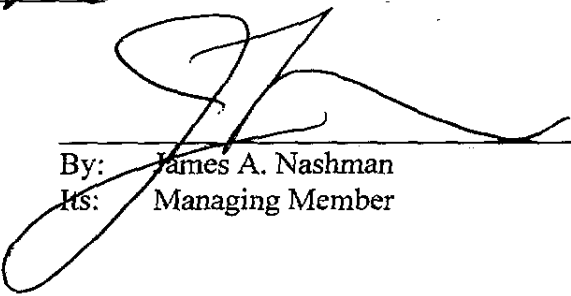
ARTICLE VII
ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Company's operating agreement.

**ARTICLE VIII
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 3rd day of October, 2003.


By: James A. Nashman
Its: Managing Member

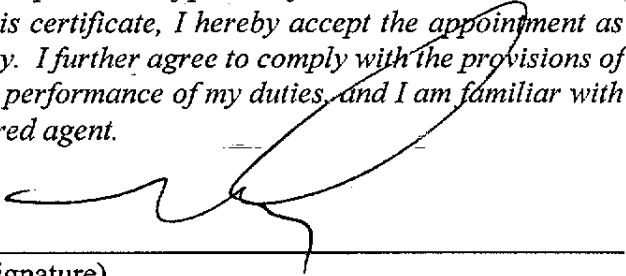
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Pelican Bay Bonita Beach Livingston, LLC.
2. The name and address of the registered agent and office is:

J. Thomas Conroy, III
Conroy, Coleman & Hazzard, P.A.
2640 Golden Gate Parkway, Suite 115
Naples, Florida 34105

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 accept the obligations of my position as registered agent.



(Signature)

10/23/, 2003

PELICAN BAY BONITA BEACH LIVINGSTON, LLC

Registered Agent Acceptance

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