

LOB 000049673

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

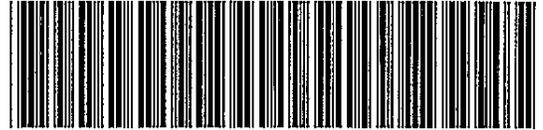
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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LOB-49673
AR

EFFECTIVE DATE
12-3-03



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 4, 2003

ZAN MAYO GLODICH
4501 TAMIAMI TRAIL NORTH, SUITE 204
NAPLES, FL 34103-3018

SUBJECT: THE BERL INVESTMENT GROUP, LLC
Ref. Number: W03000032429

We have received your document for THE BERL INVESTMENT GROUP, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 103A00060031

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TALLAHASSEE, FLORIDA

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Cimino & McElrath

Attorneys at Law

Bank of America Center
4501 Tamiami Trail North
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Naples, Florida 34103-3018

Telephone (239) 262-1202
Facsimile (239) 262-5219

Richard D. Cimino, P.A.†
David McElrath, P.A.

†Also admitted in Nebraska and Kansas

Thomas L. Treadwell (Retired)

October 28, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: The BERL Investment Group, LLC
Articles of Organization

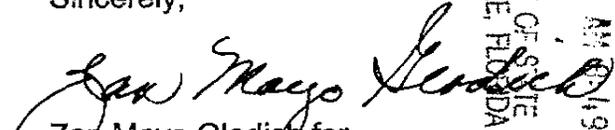
Ladies and Gentlemen:

Enclosed is the original and one copy of the Articles of Organization for this new limited liability company, as well as a check payable to the Florida Department of State, Division of Corporations, in the amount of \$125.00.

After filing, please return one copy of the articles in the enclosed, postage-paid, pre-addressed envelope.

Thank you for your assistance.

Sincerely,


Zan Mayo Glodich for
Attorney David McElrath

03 DEC -3 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

Treadwell, Cimino & McElrath

Attorneys at Law

Orion Bank Building
3838 Tamiami Trail North
Suite 410
Naples, Florida 34103-3586

Telephone (239) 262-1202
Facsimile (239) 262-5219

Richard D. Cimino, P.A.†
David McElrath, P.A.
†Also admitted in Nebraska and Kansas

Of Counsel
Thomas L. Treadwell

December 3, 2003

Ms. Tammi Cline
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: THE BERL INVESTMENT GROUP, LLC
Ref. Number: W03000032429

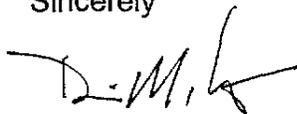
Dear Ms. Cline

Pursuant your letter dated November 4, 2003, enclosed please find the amended Articles of Organization for THE BERL INVESTMENT GROUP, LLC. I note that as you retained the filing fee, please process the enclosed accordingly.

Please file stamp and return the additional copy provider in the enclosed envelope.

Thank you for your assistance.

Sincerely



David McElrath

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
BERL INVESTMENT GROUP, LLC**

(A Florida Limited Liability Company
pursuant to F.S. 608.401 et seq.)

We, the undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization:

ARTICLE I

The name and address of the limited liability company is BERL INVESTMENT GROUP, 5890 10th Avenue SW, Naples, Collier County, Florida, 34116. This address shall be used as both the principal and mailing address of the company.

ARTICLE II

The period of duration of the limited liability company shall commence on the date of filing of these Articles of Organization with the Florida Secretary of State and shall expire on 31 December 2033, unless dissolved in accordance with applicable law or pursuant to the rights of members as granted in the Operating Agreement of the company.

ARTICLE III

The limited liability company is organized for profit and the nature of its business purpose is to enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, territory, government or other municipal or governmental subdivision; to engage in any other lawful act or activity for which limited liability companies may be organized under the laws of the State of Florida; to have and to exercise all the powers conferred by the laws of Florida upon limited liability companies formed under the laws pursuant to and under which this company is formed, as such laws are now in effect or may at any time hereafter be amended.

ARTICLE IV

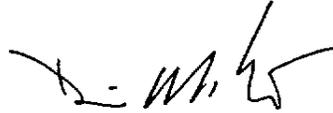
The name and the Florida street address of the registered agent is David McElrath, 4501 Tamiami Trail North, # 204, Naples, Florida, 34103.

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EFFECTIVE DATE
12-3-03

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.



David McElrath
Registered Agent's Signature

ARTICLE V

The business of the company shall be managed by the manager who shall have the power to make, alter and repeal the Operating Agreement of the company in the manner provided therein. In the event any member is not a natural person, then such members may designate one or more individuals to represent such members in the management of the company.

ARTICLE VI

The initial members and their addresses are:

- Paul R. Laugel, 5430 25th Place SW, Naples, FL, 34116
- Jeffrey Brott, 5890 10th Avenue SW, Naples, FL, 34116
- Gregory Roughgarden, 5160 Sycamore Drive, Naples, FL, 34119

ARTICLE VII

The members shall not be subject to the payment of company debts to any extent whatsoever.

ARTICLE VIII

No other persons or entities may be admitted as a member of the company without the prior written consent of all members then existing. No member may assign, convey or transfer membership in the company without the prior written consent of each other member, except as may be provided in the Operating Agreement.

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ARTICLE IX

Upon the death, retirement, resignation, expulsion, bankruptcy or other event causing termination of a member's interest in the company, the company shall be dissolved as provided under the laws of the State of Florida; unless the members elect to continue the company in accordance with the terms of the Operating Agreement.

ARTICLE X

For federal and state income tax purposes the company intends and elects to be classified as a partnership.

ARTICLE XI

As used herein the term "Majority in Interest" shall mean any group of the members (excluding any member who at such time is deemed to be in default in the Operating Agreement) holding an aggregate of more than 50% of the Percentage Interests (as defined in the Operating Agreement) (excluding the entire Percentage Interest of any member who at such time is deemed to be in default of the Operating Agreement) as determined at the time such Majority in Interest provisions provision applies.

15th IN WITNESS WHEREOF, the members have executed this instrument this day of December, 2003.

BERL INVESTMENT GROUP, L.L.C.

By: Paul R. Laugel
Paul R. Laugel
Its: Manager

By: Gregory Raughgarten
Gregory Raughgarten
Its: Assistant Manager

By: Jeffrey Brött
Jeffrey Brött
Its: Assistant Manager

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TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF COLLIER

BE IT REMEMBERED, that on this 28th day of December, 2003, me, the undersigned, a Notary Public in and for the county and state aforesaid, came Paul R. Laugel, who is personally known to me and who executed the foregoing instrument of writing, and such person duly acknowledges the execution of the same.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal, the day and year last above written.



Patti K. Arnold
Commission # DD096110
Expires Feb. 28, 2006
Bonded Thru Atlantic Bonding Co., Inc.
Patti K. Arnold
Notary Public - State of Florida
Notary Public - Printed Name
Patti K. Arnold

STATE OF FLORIDA
COUNTY OF COLLIER

BE IT REMEMBERED, that on this 1st day of December, 2003, before me, the undersigned, a Notary Public in and for the county and state aforesaid, came Jeffrey Brott, who is personally known to me and who executed the foregoing instrument of writing, and such person duly acknowledges the execution of the same.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal, the day and year last above written.



Patti K. Arnold
Commission # DD096110
Expires Feb. 28, 2006
Bonded Thru Atlantic Bonding Co., Inc.
Patti K. Arnold
Notary Public - State of Florida
Notary Public - Printed Name
Patti K. Arnold

STATE OF FLORIDA
COUNTY OF COLLIER

BE IT REMEMBERED, that on this 1st day of December, 2003, before me, the undersigned, a Notary Public in and for the county and state aforesaid, came Gregory Roughgarten, who is personally known to me and who executed the foregoing instrument of writing, and such person duly acknowledges the execution of the same.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal, the day and year last above written.



Patti K. Arnold
Commission # DD096110
Expires Feb. 28, 2006
Bonded Thru Atlantic Bonding Co., Inc.
Patti K. Arnold
Notary Public - State of Florida
Notary Public - Printed Name
Patti K. Arnold

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA