

Div JAN. 13. 2004 4:29 PM

GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.

NO. 6344

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Florida Department of State
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DIVISION OF CORPORATION

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LIMITED LIABILITY COMPANY

GF Properties of Naples, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

04 JAN 13 PM 10:00

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**ARTICLES OF ORGANIZATION
OF
GF PROPERTIES OF NAPLES, LLC**

ARTICLE I

NAME AND ADDRESS

The name of this Limited Liability Company shall be **GF Properties of Naples, LLC** (the "Company"). The mailing address and street address of the principal office of the Company is 750 Southern Pines Drive, Naples, Florida 34103.

ARTICLE II

DURATION

The Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company, or as provided by law, or as provided by the Company's Operating Agreement.

ARTICLE III

DESIGNATION OF REGISTERED AGENT

The name and address of the registered agent and office of the Company shall be **Richard C. Grant, Grant, Fridkin, Pearson, Athan & Crown, P.A., 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.**

ARTICLE IV

THE MEMBERS

The initial members of the Company (hereafter the "Members") shall be:

Guy Fracasso (Co-Managing Member)

Gus J. Flichia (Co-Managing Member)

APPROVED
AND
FILED
JAN 13 11:10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V**MANAGEMENT OF COMPANY BUSINESS**

The Company's day to day business will be co-managed by two of its members and is therefore a member-managed company.

ARTICLE VI**ADDITIONAL MEMBERS**

The Members may admit additional members upon Certificate of Membership signed by the existing Members.

ARTICLE VII**LIMITATIONS ON MEMBERS**

The Members shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other Members of the Company without first obtaining the prior written consent of all Members of the Company. Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VIII**RIGHT TO CONTINUE BUSINESS OF COMPANY**

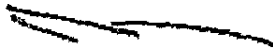
Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Member or Members shall have the right to continue the business of the Company in accordance with the terms and conditions of the Company's Operating Agreement.

APPROVED
AND
FILED
JAN 13 11:10:01
CLERK OF DISTRICT COURT
HARRIS COUNTY TEXAS

ARTICLE IX**AMENDMENTS**

These Articles may be amended from time to time by the written consent of all Members of the Company.

WITNESS, the hand of the undersigned authorized representative of the Co-Managing Members and the Company this 13th day of January, 2004.



Richard C. Grant, Esq.**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for GF Properties of Naples, LLC, at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.



Richard C. GrantSECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JAN 13 AM 10:00

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AND
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