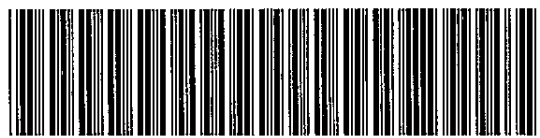


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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 15, 2004

STERLING TITLE & INS. SVCS. INC.  
4328 CORPORATE SQ STE D  
NAPLES, FL 34104-4700

SUBJECT: ROYAL PALM DEVELOPMENT OF S.W. FLORIDA, L.L.C.  
Ref. Number: W04000010325

We have received your document for ROYAL PALM DEVELOPMENT OF S.W. FLORIDA, L.L.C. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$2.50.

Please return 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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 004A00017048

ARTICLES OF ORGANIZATION  
OF  
ROYAL PALM DEVELOPMENT OF S.W. FLORIDA, L.L.C.

FILED  
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The undersigned certify that they have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. The undersigned further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I - NAME

The name of the limited liability company shall be ROYAL PALM DEVELOPMENT OF S.W. FLORIDA, L.L.C. and its principal place of business shall be 4380 Enterprise Avenue, Naples, Florida 34104, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II - DURATION

The term of existence of the limited liability company is perpetual, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE III - PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State

of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

A. To engage in any activity or business authorized under the Florida Statutes.

B. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

C. To purchase, or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

D. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

E. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or

corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, and immunities of limited liability companies for profit.

F. To do any and all things necessary, suitable, proper and advisable for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

G. The enumeration herein of the powers, objects, and purposes of the corporation shall not be deemed to exclude by inference any powers, objects, or purposes which the corporation is empowered to exercise, whether expressly by force of the General Corporation laws of the State of Florida, or implied by the reasonable construction of said laws.

H. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

#### ARTICLE IV - EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### ARTICLE V - MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

-George Sorbara- 4380 Enterprise Avenue, Naples, Fl. 34104.  
-Michael Tarvin- 4380 Enterprise Avenue, Naples, Fl. 34104.  
-Andrew Hill- 4380 Enterprise Avenue, Naples, Fl. 34104.  
-Tim McLean- 4380 Enterprise Avenue, Naples, Fl. 34104.

#### ARTICLE VI - MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not

be sold or otherwise transferred except with unanimous written consent of all members.

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

#### ARTICLE VII - CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$500.00 cash shall be paid to the limited liability company by all members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

#### ARTICLE VIII - PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital

of the limited liability company and the profits of the business, or if these sources are insufficient to cover such losses, by the members, in equal shares.

ARTICLE IX - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent of the limited liability company:

Michael R. Pinter, Esq.  
4328 Corporate Square, Suite C  
Naples, FL 34104

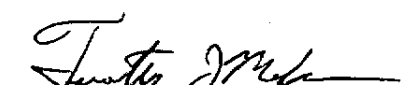
The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of ROYAL PALM DEVELOPMENT OF S.W. FLORIDA, L.L.C.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 27<sup>th</sup> day of February, 2004.

  
George Sorbara

  
Michael Taryin

  
Andrew Hill

  
Tim McLean

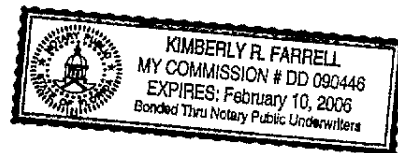
STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared George Sorbara, Michael Tarvin, Andrew Hill and Tim McLean to me known to be the persons described in and who executed and subscribed to the Articles of Organization.

WITNESS my hand and official seal in the County and State named above this 27<sup>th</sup> day of February, 2004.

  
\_\_\_\_\_  
NOTARY PUBLIC (SEAL)

My commission expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE**

In compliance with Section 608.415 of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is: ROYAL PALM DEVELOPMENT OF S.W. FLORIDA, L.L.C.

The name of the registered agent for ROYAL PALM DEVELOPMENT OF S.W. FLORIDA, L.L.C., is Michael R. Pinter, Esq., and the street address of the company's principal office where the agent is located is: 4328 Corporate Square, Suite C, Naples, Florida 34104.

This statement is to acknowledge that, as indicated above, ROYAL PALM DEVELOPMENT OF S.W. FLORIDA, L.L.C., has appointed me, Michael R. Pinter, Esq., as its registered agent to accept service of process for the company as the place designated above in this Certificate. I accept this 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.



MICHAEL R. PINTER  
Registered Agent

2-27-04

Date