

APR 14 2004 14:00 FR QUARLES BRADY LLP
Division of Corporations

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LIMITED LIABILITY COMPANY

The Brooks at Collingsworth Point, LLC

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ARTICLES OF ORGANIZATION
OF
THE BROOKS AT COLLINGSWORTH POINT, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be THE BROOKS AT COLLINGSWORTH POINT, LLC (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the initial principal office of the Company shall be 8100 Trail Boulevard, Naples, Florida 34108.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or in the Company's operating agreement (the "Operating Agreement").

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is Christopher M. Cioffi, 2317 Harrier Run, Naples, Florida 34105.

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except upon such terms and conditions as permitted by the Operating Agreement of the Company. A member may transfer its interest in the Company only as set forth in the Operating Agreement of the Company.

ARTICLE VI -- WITHDRAWAL OF MEMBERS

A member of the Company may withdraw from the Company only upon the unanimous prior consent of all the nonwithdrawing members of the Company.

ARTICLE VII -- TERMINATION OF EXISTENCE

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The Company shall be dissolved upon the occurrence of events specified in the Company's Operating Agreement.

ARTICLE VIII – MANAGEMENT

The Company shall be managed by a Managing Member in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Naples, Florida, on this 14 day of April, 2004.



Christopher M. Cioffi, Authorized Representative

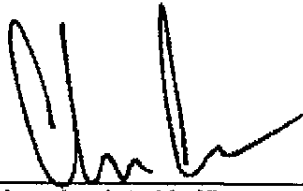
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NAPLES, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of THE BROOKS AT COLLINGSWORTH POINT, LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent.

Date: April 14, 2004.

Christopher M. CioffiFILED
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IN AND FOR
STATE OF FLORIDA