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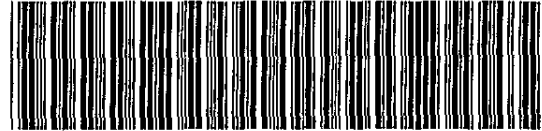
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BK

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04 MAY -4 PM 2:57
TALLAHASSEE, FLORIDA
FAX (239) 262-4925
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April 28, 2004

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

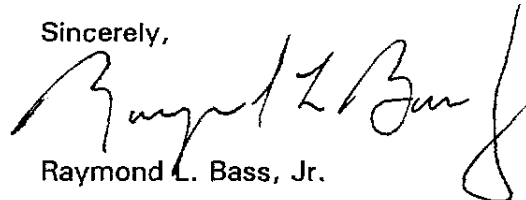
RE: Vanderbilt-Devco, L.L.C.

Ladies and Gentlemen:

Enclosed please find the original and one copy of proposed Articles of Organization for the subject LLC. Also enclosed is this firm's check in the amount of \$125.00 to cover the filing fee.

Thank you for your time which has been given to this matter.

Sincerely,



Raymond L. Bass, Jr.

RLB/nnb

enclosures as stated

ARTICLES OF ORGANIZATION
VANDERBILT-DEVCO, L.L.C.

A LIMITED LIABILITY COMPANY

(Pursuant to §608.407, Florida Statutes)

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04 MAY - 4 PM 2:57
TALLAHASSEE, FLORIDA

1. **Name.** The name of the limited liability company is **Vanderbilt-Devco, L.L.C.**
2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the State of Florida.
3. **Address of Principal Office.** The principal place of business and mailing address of the limited liability company is 230 Commercial Boulevard, Naples, Florida 34104.
4. **Term.** Term of this LLC shall be perpetual.
5. **Members at Time of Formation.** There will two member(s) at the time the limited liability company is formed.

John R. Varsames, 230 Commercial Boulevard, Naples, FL 3410.
F. Stuart Hodgson, 8537 Gleneagle Way, Naples, FL 34120
8. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.
9. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.
10. **Members' Right to Continue Business.** The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company.

April 19, 2004
Date

F. Stuart Hodgson
Member

John R. Varsames
Date

John R. Varsames
Member

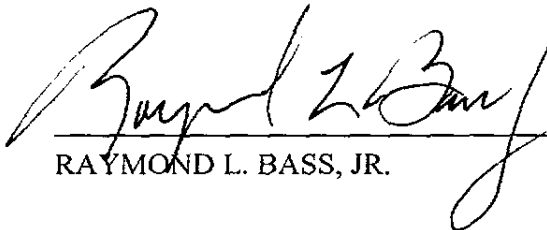
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

**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 to designate a registered office and registered agent in the state of Florida.

- 1 **Name.** The name of the limited liability company is Vanderbilt-Devco, L.L.C.
- 2 **Registered Office.** The address of the registered office of the limited liability company is Bass & Chernoff, 2335 Tamiami Trail North, Suite 409, Naples, Florida 34103-4459.
- 3 **Registered Agent.** Raymond L. Bass is appointed, and by his signature below accepts appointment, to act as the registered agent of Vanderbilt-Devco, L.L.C.

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.



RAYMOND L. BASS, JR.