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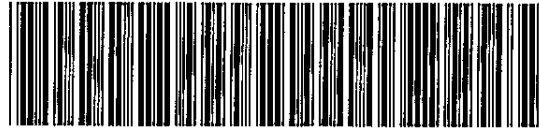
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 798270 152759A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 155.00

FILED
04 JUL -9 AM 8:08
TALLAHASSEE, FLORIDA

ORDER DATE : July 9, 2004

ORDER TIME : 3:15 PM

ORDER NO. : 798270-005

CUSTOMER NO: 152759A

CUSTOMER: Ms. Linda C. Burgess
John A. Nold, P.a.

995 North Collier Boulevard

Marco Island, FL 34145

DOMESTIC FILING

NAME: SOUTH SEAS III, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION OF SOUTH SEAS III, L.L.C.
(a limited liability company)

FILED
04 JUL -9 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act (the "Act"), do sign, verify and deliver in duplicate to the Secretary of State of the State of Florida these Articles of Organization.

ARTICLE I
Name

The name of the limited liability company (which is hereinafter referred to as the "Company") shall be: SOUTH SEAS III, L.L.C. (a limited liability company).

ARTICLE II
Period of Duration

The Company shall exist for thirty (30) years from the date of filing these Articles of Organization with the Secretary of State of the State of Florida, unless sooner dissolved according to law.

ARTICLE III
Objects and Purposes

The nature of the business and the objects and purposes to be transacted, promoted or carried on, and for which the Company is organized, are as follows: (1) to purchase and sell investment real estate properties; and (2) to carry on any business or activity related to or in connection with the foregoing and to have and exercise all of the powers, rights and privileges which a limited liability company organized under the Act may have and exercise.

ARTICLE IV
Registered Office and Agent

The original registered agent and registered office of the Company will be John A. Nold, P.A., 995 N. Collier Blvd., Marco Island, Florida 34145. The Company's principal

place of business and mailing address in Florida is 1116 Edington Place, Marco Island, FL 34145.

ARTICLE V Continuation of Business

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of an event which terminates the continued Membership of a Member in the Company, the remaining Members of the Company shall have the right to continue the business of the Company if they unanimously agree to continue the business of the Company. The remaining Members must agree within sixty (60) days from the date of such event whether or not to continue the business of the Company. In the event that the remaining Members fail to continue the business of the Company within such sixty (60) day period, the Company shall be dissolved and liquidated in accordance with the provisions of the Act.

ARTICLE VI Operating Agreement and Authority

The manner in which the Company conducts its business and affairs, the duties and authority of its Managers, and the rights and obligations of its Members, to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial Members of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

ARTICLE VII Management

The business of the Company shall be conducted under the exclusive management of its Members who shall have exclusive authority to act for the Company in all matters. The Members may from time to time designate certain Members as Officers to act for the Company in certain matters as specified by the Operating Agreement. The names and addresses of the Members are as follows: Carolc Pransky, 1116 Edington Place, Marco Island, FL 34145; Jeff Wayne, 87 Deerwood Drive, Littleton, CO 80127; Beverly Wayne, 87 Deerwood Drive, Littleton, CO 80127; and The Janet S. Watson Revocable Trust Dated September 30, 1993, 1120 Edington Place, Marco Island, FL 34145.

ARTICLE VIII
Transferability of Interests

No interest in the Company may be transferred except as specifically set forth in the Operating Agreement of the Company.

DATED this 9th day of July, 2004.

John A. Nold
JOHN A. NOLD, As Authorized
Representative for the Members

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 9th day of July, 2004, by JOHN A. NOLD, who is personally known to me or who has ☒ produced as identification and who ☐ did ☐ did not take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument is personally known to me. If the words "did not" are not marked, then the person executing this instrument did take an oath.



PATRICIA J. SMITH
MY COMMISSION # DD 685029
EXPIRES January 17, 2008
Serving Your Business Notary Services

My Commission Expires:

Patricia J. Smith
Notary Public,
Patricia J. Smith
Notary Printed Name

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SOUTH SEAS III, L.L.C., at the place designated in the Articles of Incorporation, John A. Nold agrees to act in this capacity, and agrees to comply with the provisions of Florida Statutes relative to keeping open such office.

Dated: July 9, 2004

John A. Nold
John A. Nold