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REGISTRARS

04 JUL 27 AM 11:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUL 26 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 822150 85786A

AUTHORIZATION :

Patricia Piquito

COST LIMIT : \$ 125.00

ORDER DATE : July 27, 2004

ORDER TIME : 10:14 AM

ORDER NO. : 822150-005

CUSTOMER NO: 85786A

CUSTOMER: Ms. Mary Adams
Ronald S. Webster, Esq

Royal Palm Mall
985 North Collier Boulevard
Marco Island, FL 34145

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CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: LUXURY WATERFRONT REAL ESTATE,
L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION FOR
LUXURY WATERFRONT REAL ESTATE, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Limited Liability Company is LUXURY WATERFRONT REAL ESTATE, L.L.C.

ARTICLE II

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE III

The mailing address and street address of the principal office of the Limited Liability Company is 1809 Kingfish Road, Naples, Florida 34102.

ARTICLE IV

The street address of the initial registered office of this Limited Liability Company is 985 North Collier Boulevard, Marco Island, FL 34145 and the name of its initial Resident Agent is Ronald S. Webster.

ARTICLE V

Additional members may be admitted and the terms and conditions of the admissions shall be that each member consents in writing to the admission of the additional member.

ARTICLE VI

The remaining members of the limited liability company have the right to continue the 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 upon unanimous consent of the remaining members.

ARTICLE VII

The Limited Liability Company is to be managed by a managing member. The

name and address of the member who will serve as said manager is:

Stephen C. Blenkhorn
1809 Kingfish Road
Naples, FL 34102

ARTICLE VIII

The members of the Limited Liability Company are:

Stephen C. Blenkhorn
1809 Kingfish Road
Naples, FL 34102

Caren J. Blenkhorn
1809 Kingfish Road
Naples, FL 34102


Stephen C. Blenkhorn
Managing Member

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UNIVERSITY OF FLORIDA
TALLAHASSEE, FLORIDA

Jul 26 2004 15:11

P.04

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

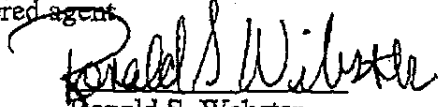
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

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JUDICIAL CORP. REGISTRATIONS
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is: Luxury Waterfront Real Estate, L.L.C.
2. The name and address of the registered agent and office is

Ronald S. Webster
985 N. Collier Blvd.
Marco Island, FL 34145

Having been named as the registered agent and to accept service of process for the
above stated limited liability Company at the place designated in the 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.


Ronald S. Webster
Registered Agent

Date: 7/26/04