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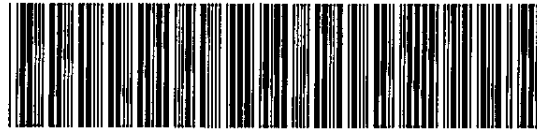
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Marion Bay II, LLC

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- ☐ Fictitious Name File _____
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Name

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ARTICLES OF ORGANIZATION
OF
MARION BAY II, LLC

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ARTICLE I

NAME AND ADDRESS

The name of this Limited Liability Company shall be **MARION BAY II, LLC** (the "Company"). The mailing address and street address of the principal office of the Company is 8825 East Tamiami Trail, Naples, Florida 34112.

ARTICLE II

DURATION

The Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company or as provided by law.

ARTICLE III

DESIGNATION OF REGISTERED AGENT

The name and address of the registered agent and office of the Company shall be Tamela Eady Wiseman, Esquire at 300 Fifth Avenue South, Suite 221, Naples, Florida 34102.

ARTICLE IV

THE MEMBERS

The sole member of the Company (hereinafter the "Members") shall be:

Commercial Properties Southwest, Inc., a Florida corporation

ARTICLE V

MANAGEMENT OF COMPANY BUSINESS

The conduct of the Company's day to day business shall be performed by **Joseph D. Boff and Luit DeLange**, as the Company's Managers. The Managers shall have the authority to take all action deemed necessary or desirable by them for the daily operation of the Company, except as otherwise provided herein or the Company's Operating Agreement. A Manager may also have the title of President. The address of the Managers is 8825 East Tamiami Trail, Naples, Florida 34112.

ARTICLE VI

ADDITIONAL MEMBERS

The Members may submit additional members upon Certificate of Membership signed by the existing Members.

ARTICLE VII

LIMITATIONS ON MEMBERS

The Members shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other Members of the Company without first obtaining the prior written consent of all Members of the Company. Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Members of the Company shall be an agent of the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

ARTICLE VIII

RIGHT TO CONTINUE BUSINESS OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Member or Members shall have the right to continue to business of the Company in accordance with the terms and conditions of its Operating Agreement.

ARTICLE XI

AMENDMENTS

These Articles may be amended from time to time by the written consent of all Members of the Company. The amendments shall be duly signed by a Member of the Company and filed with the Florida Department of State.

Witness, the hand of the undersigned authorized representative of the Member, the Managers and the Company this 21 day of July, 2004.

By: _____

Joseph D. Boff, Manager

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for Marion Bay II, LLC, at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.

By: Tamela Eady Wiseman
Tamela Eady Wiseman, Registered Agent