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James C. Stewart, Jr.

239-592-6983

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Division of Corporations

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LIMITED LIABILITY COMPANY

COVE TOWER PARTNERS, LLC

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TALLAHASSEE, FLORIDA

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FAX AUDIT NO.: H04000251770 3

**ARTICLES OF ORGANIZATION
OF
COVE TOWER PARTNERS, LLC**

The undersigned, desiring to form a limited liability company (hereinafter the "Company") under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for the Company:

**ARTICLE I
NAME**

The name of the Company is **COVE TOWER PARTNERS, LLC**

**ARTICLE II
DURATION**

The Company shall commence its existence as of **DECEMBER 22, 2004**.

**ARTICLE III
ADDRESS**

The mailing and street address of the principal office of the Company is **9180 Galleria Court, Suite 600, Naples, Florida 34109**.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is **9180 Galleria Court, Suite 700, Naples, Florida 34109**, and the name of the initial registered agent of the Company at that address is **JAMES C. STEWART, JR.**

**ARTICLE V
INITIAL MANAGING MEMBERS**

The initial managing members of the Company shall be:

FAX AUDIT NO. H04000251770 3
This instrument prepared by:
JAMES C. STEWART, JR., ESQUIRE
Florida Bar No. 436951
9180 Galleria Court, Suite 700
Naples, FL 34109
Phone: 239-594-1800

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TALLAHASSEE, FLORIDA

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JOHN E. AYRES, JR.
9180 Galleria Court, Suite 600
Naples, Florida 34109

WILLIAM ESPING
9180 Galleria Court, Suite 600
Naples, Florida 34109

ARTICLE VI
ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VII
MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by majority vote of all the remaining members.

ARTICLE VIII
MANAGEMENT

The Company shall be managed by Managing Members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations 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 has hereunto set her hand and seal this
day of DECEMBER, 2004.

MEMBER:


JOHN E. AYRES, JR.

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept this 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 this position as registered agent.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 20 day of DECEMBER, 2004.


JAMES C. STEWART, JR.

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TALLAHASSEE, FLORIDA

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