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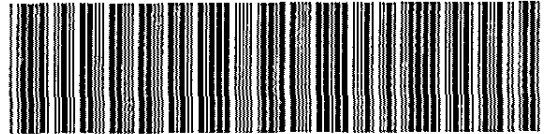
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 134364 82724A

AUTHORIZATION :

Patricia P. Smith

COST LIMIT : \$ 125.00

ORDER DATE : January 10, 2005

ORDER TIME : 2:38 PM

ORDER NO. : 134364-005

CUSTOMER NO: 82724A

CUSTOMER: Lawrence C.e. Garcia, Esq.
Conroy Conroy & Durant, P.a.

Suite 115
2640 Golden Gate Boulevard
Naples, FL 34105

DOMESTIC FILING

NAME: LELY LANDINGS OF SOUTHWEST
FLORIDA, LLC

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: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

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**ARTICLES OF ORGANIZATION
OF
LELY LANDINGS OF SOUTHWEST FLORIDA, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I:
NAME**

The name of this limited liability company is Lely Landings of Southwest Florida, LLC, referred to in these Articles of Organization as the "Company".

**ARTICLE II:
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 700 21st Avenue South, Naples, Florida 34102. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105.

**ARTICLE III:
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV:
ORGANIZER**

The organizer of the Company is J. Thomas Conroy, III, who is a natural person at least eighteen (18) years old.

**ARTICLE V:
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI:
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's Regulations. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

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Vincent J. Pellicane, Jr.
700 21st Avenue South
Naples, Florida 34102

Frank M. Pellicane
700 21st Avenue South
Naples, Florida 34102

ARTICLE VII:
ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Company's Regulations.

ARTICLE VIII:
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
REGULATIONS

If a provision of these Articles of Organization differs from a provision of the Company's Regulations, then, to the extent allowed by law, the Regulations will govern.

Executed this 10th day of January, 2005.

By: 

Name: J. Thomas Conroy, III

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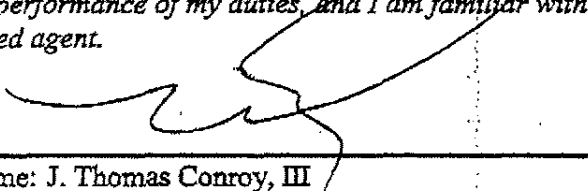
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

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 OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Lely Landings of Southwest Florida, LLC.
2. The name and address of the registered agent and office is:

J. Thomas Conroy, III
Conroy, Conroy & Durant, P.A.
2640 Golden Gate Parkway, Suite 115
Naples, Florida 34105

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 accept the obligations of my position as registered agent.


Name: J. Thomas Conroy, III

Date: January 10, 2005

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LELY LANDINGS OF SOUTHWEST FLORIDA, LLC
REGISTERED AGENT ACCEPTANCE