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2005 FEB 17 P 2:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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TRANSMITTAL LETTER

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TO: Registration Section
Division of Corporations

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SUBJECT: NAPLES AFFILIATES LLC
(Name of Limited Liability Company)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

KENNETH L. KWIATT
(Name of Person)

NAPLES AFFILIATES LLC
(Firm/Company)

5020 TAMiami TRAIL NORTH, SUITE 120
(Address)

NAPLES, FL 34103
(City/State and Zip Code)

For further information concerning this matter, please call:

KENNETH L. KWIATT at (239) 948-5347
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|----------------------------------------------|-------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input checked="" type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|----------------------------------------------|-------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name:

The name of the Limited Liability Company is:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAPLES AFFILIATES LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

5020 TAMiami TRAIL N., SUITE 120
NAPLES, FL 34103

Mailing Address:

5020 TAMiami TRAIL N., SUITE 120
NAPLES, FL 34103

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

KENNETH L. KWIATT

Name

5020 TAMiami TRAIL N., SUITE 120

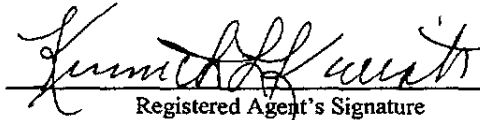
Florida street address (P.O. Box **NOT** acceptable)

NAPLES, FL 34103

FL

City, State, and Zip

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 and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


Registered Agent's Signature

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

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Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

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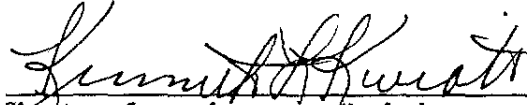
MGRM

5020 TAMiami TRAIL N., SUITE 120 SECRETARY OF STATE
NAPLES, FL 34103 TALLAHASSEE, FLORIDA

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

KENNETH L. KWIATT

Typed or printed name of signer

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)