

Division of Corporations

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY
BACKWATER BAY II, LLC

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**ARTICLES OF ORGANIZATION
OF
BACKWATER BAY II, LLC**

The undersigned, desiring to form a limited liability company (the "Company") under Chapter 608 of the Florida Statutes (the "Act"), does hereby state the following:

ARTICLE I
Name

The name of the Company shall be Backwater Bay II, LLC.

ARTICLE II
Purpose

The Company is formed for any purpose or purposes for which a limited liability company may be formed pursuant to the Act.

ARTICLE III
Principal Place of Business

The initial mailing address and street address of the principal office of the Company shall be 1050 Borghese Lane #2003, Naples, Florida 34134-8574.

ARTICLE IV
Registered Office and Registered Agent

The name of the initial registered agent of the Company is R & A Agents, Inc., an Ohio corporation, and the street address of the initial registered agent, which shall be the registered office of the Company, is c/o William R. O'Neill, Assistant Secretary, 850 Park Shore Drive, Third Floor, Naples, Florida 34103-3587.

ARTICLE V
Effective Date

The Company's effective date of existence shall be the date of filing of these Articles of Organization.

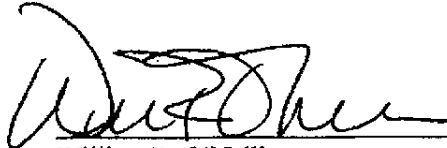
ARTICLE VI
Duration

The Company's duration shall be perpetual.

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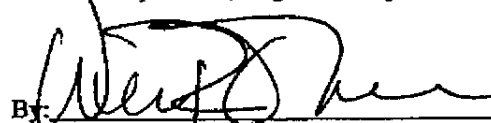
IN WITNESS WHEREOF, the undersigned, being the authorized representative of a member of the Company hereinbefore named, for the purpose of forming a limited liability company under the Act has executed these Articles of Organization as of this 5th day of April, 2005.



William R. O'Neill,
Authorized Representative of a Member

I, William R. O'Neill, Assistant Secretary of R & A Agents, Inc., an Ohio corporation, a company which has been designated to act 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, hereby, on behalf of such company, accept the appointment as registered agent and agree to act in this capacity. I further agree, on behalf of such company, to comply with the provisions of all statutes relating to the proper and complete performance of a registered agent's duties, and I am familiar with and accept the designations of the position as registered agent.

R & A Agents, Inc.,
an Ohio corporation, Registered Agent



By: William R. O'Neill, Assistant Secretary

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