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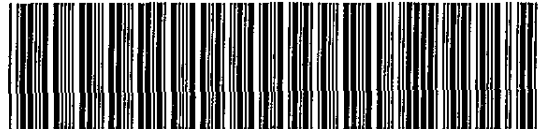
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(FBI)

REEGLER & TORNESE, P.A.

ATTORNEYS AT LAW  
1521 S. TAMiami TR., SUITE 304  
SOUTHBRIDGE PARK  
VENICE, FLORIDA 34285

ESTABLISHED 1989

SARI LYNN REEGLER  
CERTIFIED FAMILY MEDIATOR

LAWRENCE C. TORNESE

PHONE (941) 497-6255  
FAX (941) 497-7806  
EMAIL - info@reegliertornese.com

June 15, 2005

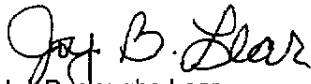
Corporate Division  
Secretary of State  
409 East Gaynes Street  
Tallahassee, Florida 32399

Dear Sir or Madam:

Please find enclosed herewith the original and two copies of the Articles of Organization for Point of Palms, LLC. Also enclosed is a check in the amount of ~~\$78.75~~ for the filing fees for said Articles and a certified copy to be returned.

\$ 155.00

Very truly yours,



Joy Burroughs Lear  
Certified Paralegal Specialist

## ARTICLES OF ORGANIZATION OF

### Point of Palms, LLC

KNOW ALL MEN BY THESE PRESENTS: That we, John F. Dowd, T. Chris Tritschler, William F. McBride and William S. Clauss, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, do establish:

1. Company Name. That the name of the limited liability company is Point of Palms, LLC.

2. Duration. That the period of duration of this Limited Liability Company shall be perpetual from the date of filing hereof with the Florida Secretary of State, unless sooner dissolved as provided by statute.

3. Purpose. That the purpose for which this Limited Liability Company is organized is primarily to buy, sell, hold, improve, lease, operate and otherwise deal in all types of real estate and secondarily to engage in all lawful types of business, as from time to time determined by the Members, except banking or insurance.

4. Principal Place of Business. That the address of its principal place of business is 1521 South Tamiami Trail, Suite 303, Venice, Florida 34285.

5. Registered Agent & Office. That the name of its registered agent, whose Consent to Appointment as Registered Agent accompanies these articles, is Sari Lynn Reegler, Reegler & Tornese, PA. The address of the agent at the registered office is 1521 South Tamiami Trail, Suite 304, Venice, Florida 32485.

6. Capitalization. That the capital contributions of the Members, which is their respective undivided interests, having an agreed value totaling \$10,000 should be allocated as follows:

John F. Dowd	\$2500
T. Chris Tritschler	\$2500
William F. McBride	\$2500
William S. Clauss	\$2500

7. Additional Contributions of Members. Members may make additional contributions to capital and any such additional contributions shall be construed in accordance with the terms of the Operating Agreement of this Company.

8. Admission of Additional Members. That additional Members may be admitted only with the unanimous consent of all Members entitled to participate in management, upon such terms as are unanimously agreed to by all Members, and in accordance with the terms of the Operating Agreement of the Company.


9. Continuity of life. That the remaining Members of the limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company in accordance with the terms of the Operating Agreement of the Company.

10. Management/Operating Agreement. The manner in which the Company conducts its business and affairs, the duties and authority of its managers and officers, and the rights and obligations of its members, shall be set forth in the Operating Agreement adopted by the initial members of the company. Said operating Agreement may be amended from time to time in accordance with the provisions contained therein.

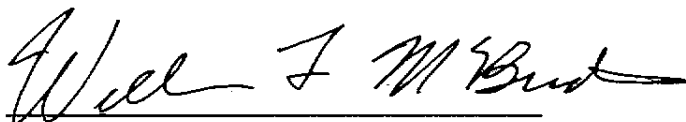
11. Transfers. No interest in the Company may be transferred except as specifically set forth in the Operating Agreement of the Company.

12. Liability. Members of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company.

DATED this 15<sup>th</sup> day of June 2005.

  
JOHN F. DOWD

  
T. CHRIS TRITSCHLER

  
WILLIAM F. McBRIDE

  
WILLIAM S. CLAUSS

STATE OF FLORIDA       )  
  SS  
COUNTY OF SARASOTA )

The foregoing instrument was acknowledged before me this 15<sup>TH</sup> day of June, 2005, by JOHN F. DOWD, who is personally known to me or who has produced as identification and who did not take an oath.



Robert F. Wilder Jr  
My Commission DD228744  
Expires October 24, 2007

[Signature]  
Signature of Person Taking Acknowledgment

ROBERT F. WILDER JR  
Name of Acknowledger

STATE OF FLORIDA       )  
  SS  
COUNTY OF SARASOTA )

The foregoing instrument was acknowledged before me this 15<sup>TH</sup> day of June, 2005 by T. Chris Tritschler, who is personally known to me or who has produced as identification and who did not take an oath.



Robert F. Wilder Jr  
My Commission DD228744  
Expires October 24, 2007

[Signature]  
Signature of Person Taking Acknowledgment

ROBERT F. WILDER JR  
Name of Acknowledger

STATE OF FLORIDA       )  
  SS  
COUNTY OF SARASOTA )

The foregoing instrument was acknowledged before me this 15<sup>TH</sup> day of June, 2005 by William F. McBride, who is personally known to me or who has produced as identification and who did not take an oath.



Robert F. Wilder Jr  
My Commission DD228744  
Expires October 24, 2007

[Signature]  
Signature of Person Taking Acknowledgment

ROBERT F. WILDER JR  
Name of Acknowledger

STATE OF FLORIDA       )  
  SS  
COUNTY OF SARASOTA )

The foregoing instrument was acknowledged before me this 15<sup>TH</sup> day of June, 2005 by WILLIAM SAMUEL CLAUSS, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.



Robert F. Wilder Jr.  
My Commission DD228744  
Expires October 24, 2007

[Handwritten Signature]  
Signature of Person Taking Acknowledgment

ROBERT F. WILDER JR  
Name of Acknowledger

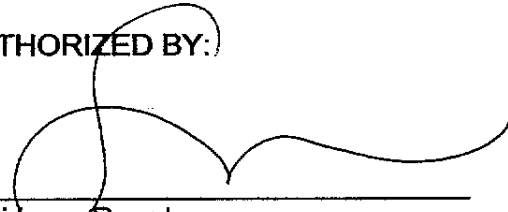
**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered Agent/Registered Office, in the State of Florida.

1. The name of the entity is Point of Palms, LLC.
2. The name and address of the Registered Agent and Office is:

Sari Lynn Reegler  
Reegler & Tornese, P.A.  
1521 S. Tamiami Trail  
Suite 304  
Venice, Florida 34285

AUTHORIZED BY:

  
\_\_\_\_\_  
Sari Lynn Reegler

6-16-05  
\_\_\_\_\_  
(Date)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND  
OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

  
\_\_\_\_\_  
Registered Agent

6-16-05  
\_\_\_\_\_  
(Date)