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(Requestor's Name)

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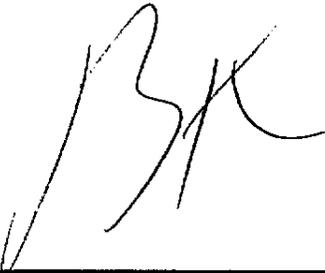
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Clearwater Venezia, LLC

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: *W.L.* *6/29* *11:00*
Name Date Time

Walk-In _____ Will Pick Up _____

**ARTICLES OF ORGANIZATION OF
CLEARWATER VENEZIA, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, being the members, are authorized to execute and file these Articles, and hereby certify that:

ARTICLE I - Name:

The name of the limited liability company is Clearwater Venezia LLC.

ARTICLE II - Address

The mailing address and street address of the principal or business office of the limited liability company is: 15800 Glenisle Way, Fort Myers, Florida 33912.

ARTICLE III - Registered Agent:

The initial registered agent is Craig D. Blume, Esq. and his mailing address is 800 Harbour Drive, Suite 5, Naples, Florida 34103.

ARTICLE IV - Duration:

The period of duration for the limited liability company shall be perpetual.

ARTICLE V - Management:

The limited liability company is to be managed by the managers and the names and addresses of the persons who are to serve as managers are Michael S. Trombley whose address is 15800 Glenisle Way, Fort Myers, Florida 33912 and Thomas Midtgaard whose address is 11970 Cypress Links Drive, Fort Myers, Florida 33913 until and unless successors are elected and qualified.

ARTICLE VI - Admission of Additional Members:

Additional members may be admitted by consent of a majority percent of ownership vote of the members under such terms as are set by the members and are consistent with these Articles and the Operating Agreement.

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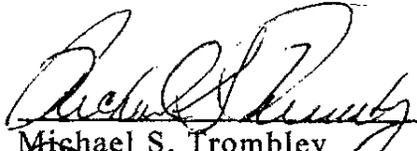
ARTICLE VII - Members' Rights to Continue Business

If there are any remaining members of the limited liability company they may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company unless three-fourths of the members vote to terminate the business.

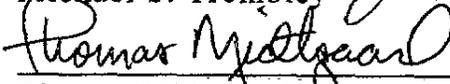
ARTICLE VIII - Members' Rights

Pursuant to section 608.4235 of the Florida statutes, no member of the limited liability company other than the managers shall be an agent of the company solely by virtue of being a member, and no member other than the managers shall have authority to incur debt or contractual liability on behalf of the company solely by virtue of being a member. Any Operating Agreement of the company as defined in Florida statutes section 608.402(24) must be in writing and signed by all the initial members.

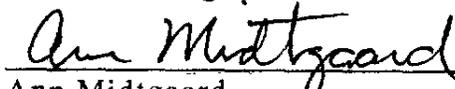
IN WITNESS WHEREOF, We have signed these Articles of Organization and acknowledged them to be our free act this ___ day of February, 2005.



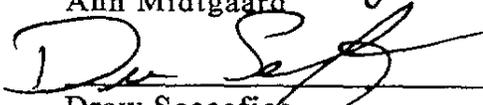
Michael S. Trombley



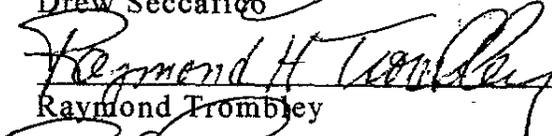
Thomas Midtgaard



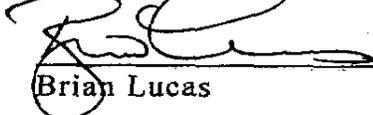
Ann Midtgaard



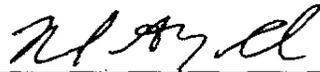
Drew Seccafico



Raymond Trombley



Brian Lucas



R. Andrew McWilliams



Robert Pecht

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

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

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 AND 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Clearwater Venezia, LLC.

2. The name and the Florida street address of the registered agent and registered office are: Craig D. Blume, Esq., 800 Harbour Drive, Suite 5, Naples, Florida 34103.

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 that 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.



Craig D. Blume, Esq.