

07/08/2005 11:03 FAX 2052630383

Division of Corporations

CUMMINGS & LOCKWOOD LLC

FLDIV CORP

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CUMMINGS & LOCKWOOD
Account Number : 102336001100
Phone : (239) 649-3186
Fax Number : (239) 263-0703

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

McCAULEY ROAD PARTNERS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

McCAULEY ROAD PARTNERS, LLC

ARTICLE I

Name

The name of this Limited Liability Company is **McCAULEY ROAD PARTNERS, LLC** (the "Company").

ARTICLE II

Address

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

c/o
Hill Barth & King, LLC
3777 Tamiami Trail North, Suite 200
Naples, FL 34103

ARTICLE III

Duration

The period of duration for the Company is perpetual.

ARTICLE IV

Registered Office and Agent

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

CLASP Inc.
3001 Tamiami Trail North, 4th Floor
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 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

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CLASP Inc.
Registered Agent


Howard M. Hujsa, Vice President

ARTICLE V
Management

The Company is to be managed by one or more Managers and is, therefore, a Manager-Managed company.

ARTICLE VI
Limitation on Agency
Authority of Members

Pursuant to Section 608.42335, Florida Statutes, no Member of the Company shall be an agent of the Company for the purpose of its business solely by virtue of being a Member, and no Member may bind the Company by taking any action solely by virtue of being a Member.

ARTICLE VII
Written Operating Agreement

Any Operating Agreement entered into by the Members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the Members or Managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written Operating Agreement of the Company, as amended and in existence from time to time.

Dated this 8th day of July, 2005.

By:


Howard M. Hujsa
Authorized Representative

(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.)

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