

Divisi AUG. 12. 2005 4:24PM

GRANT, FRIDKIN, ET AL

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Florida Department of State  
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From:  
Account Name : GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.  
Account Number : 076402003516  
Phone : (239) 514-1000  
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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**VGC II, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$160.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

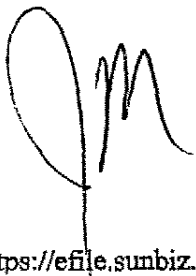
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**ARTICLES OF ORGANIZATION****OF****VGC II, LLC****ARTICLE I****NAME AND ADDRESS**

The name of this Limited Liability Company shall be **VGC II, LLC** (the "Company"). The mailing address and street address of the principal office of the Company is 800 Laurel Oak Drive, Suite 300, Naples, Florida 34108.

**ARTICLE II****DURATION**

The Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company, or as provided by law, or as provided by the Company's Operating Agreement.

**ARTICLE III****DESIGNATION OF REGISTERED AGENT**

The name and address of the registered agent and office of the Company shall be **Richard C. Grant, Esq.**, Grant, Fridkin, Pearson, Athan & Crown, P.A., Pelican Bay Corporate Centre, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

**ARTICLE IV****MANAGEMENT OF COMPANY BUSINESS**

The Company's day to day business will be managed by a manager and is therefore a manager-managed company.

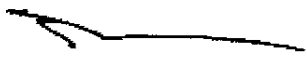
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**ARTICLE V****AMENDMENTS**

These Articles may be amended from time to time by the written consent of all Members of the Company. The amendments shall be duly signed by a Member of this Company and filed with the Florida Department of State.

WITNESS, the hand of the undersigned authorized representative of the Members and the Company this 11<sup>th</sup> day of August, 2005.

  
\_\_\_\_\_  
Richard C. Grant**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process VGC II, LLC, at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Richard C. Grant, Esq.

wd\_real\Signature\VanDB-Ien\Art-Org-VGCC

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