

Divi SEP. 2. 2005 10:25AM

GRANT, FRIDKIN, ET AL

NO. 1487

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Account Number : 076402003516
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LIMITED LIABILITY COMPANY
VGCC, LLC

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
VGCC, LLC**

ARTICLE I

NAME AND ADDRESS

The name of this Limited Liability Company shall be VGCC, 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 G. Helen Athan, Esq., Grant, Fridkin, Pearson, Athan & Crown, P.A., Pelican Bay Corporate Centre, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

ARTICLE IV

THE MEMBER

The sole member of the Company (hereafter the "Member") shall be VGCC, LLC, which shall conduct the Company's day to day business. The Company shall be a member managed company.

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ARTICLE V

ADDITIONAL MEMBERS

The Members may admit additional members upon Certificate of Membership being signed by the existing Members.

ARTICLE VI

RIGHT TO CONTINUE BUSINESS OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Member or Members shall have the right to continue the business of the Company in accordance with the terms and conditions of its regulations.

ARTICLE VII

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 2nd day of September, 2005.

05 SEP 2005 PM 3:19
STATE OF FLORIDA
FALLAH

G. Helen Athan

G. Helen Athan

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process VGCC, 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.

G. Helen Athan

G. Helen Athan Esq.