

Jan. 3. 2006 3:20PM

No.8267 P. 2/4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

MARINA WALK VILLAGE OF ST. JAMES CITY, LLC

The undersigned, pursuant to Section 608.407 Florida Statutes, as amended, does hereby adopt the following Articles of Organization for such limited liability company (the "Company").

ARTICLE I – Name

The name of the Limited Liability Company is **Marina Walk Village of St. James City, LLC**, and the street and mailing address of the Company is 3431 Pine Ridge Road, Suite 101, Naples, Florida 34103

ARTICLE II – Registered Office

The street address of the initial registered office of the Company shall be Parrish, White & Lawhon, P.A., 3431 Pine Ridge Road, Suite 101, Naples, Florida 34109 and the name of the initial registered agent at that address shall be John P. White.

ARTICLE III – Duration

The period of duration for the Company shall be perpetual

ARTICLE IV – Management

The Company is to be managed by a manager or managers. The name and address of the manager is:

Seahorse Communities, Inc., a Florida corporation
3575 Bonita Beach Road
Bonita Springs, FL 34134

ARTICLE V – Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as follows: No person may be admitted as a member

Prepared By: John P. White
Parrish, White & Lawhon, P.A.
3431 Pine Ridge Road, Suite 101
Naples, Florida 34109
Florida Bar No. 170000
Telephone (239) 568-2013

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505 Florida Statutes, the undersigned Limited Liability Company (the "Company"), organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Company is:

Marina Walk Village of St. James City, LLC,

2. The name and street address of the registered agent and registered office is:

Mr. John P. White
Parrish, White & Lawhon, P.A.
3431 Pine Ridge Road, Suite 101
Naples, FL 34109

Dated this January 2, 2006

Having been named to accept service of process for the above Company 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.



John P. White

Dated this January 2, 2006

Prepared By: John P. White
Parrish, White & Lawhon, P.A.
3431 Pine Ridge Road, Suite 101
Naples, Florida 34109
Florida Bar No. 170000
Telephone (239) 588-2013

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unless each member consents in writing to the admission of the additional member.

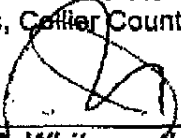
ARTICLE VI- Members Rights to Continue Business

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Upon 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 Company, the remaining members may elect to continue the business by the unanimous consent of all remaining members within ninety (90) days of such event.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization at Naples, Collier County, Florida on this January 2, 2006.



John P. White, as the authorized representative
of the Members

Prepared By: John P. White
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3431 Pine Ridge Road, Suite 101
Naples, Florida 34109
Florida Bar No. 170000
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