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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. O'Neil MAY 31 2006



email: [pward@miromarfl.com](mailto:pward@miromarfl.com)

Direct Dial: (239) 390-5302

Facsimile: (239) 390-5106

May 25, 2006

**Via Federal Express**

Division of Corporation  
Department of State  
2661 Executive Center Circle  
Clifton Building  
Tallahassee, Florida 32301

**Re: Miromar-Cape Properties, LLC**

Gentlemen:

I have enclosed the fully executed, original Articles of Organization regarding Miromar Realty of Southwest Florida, LLC for filing with your department. Also enclosed is a check in the amount of \$160.00 which represents the following fees: filing fee (\$100.00), Registered Agent fee (\$25.00), Certificate of Status fee (\$5.00), and Certified Copy fee (\$30.00).

I have also enclosed a self-addressed, stamped envelope to expedite the return.

Should you have questions or require additional information please contact me at the above address.

Sincerely,

Paula S. Ward  
Legal Assistant to Mark W. Geschwendt, Esq.

Enclosures as noted.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
FOR  
MIROMAR-CAPE PROPERTIES, LLC**

Pursuant to Chapter 608 of the Florida Statutes, the undersigned, being an authorized representative of the sole member, executes and adopts the following Articles:

**ARTICLE I -NAME**

The name of this limited liability company is **Miromar-Cape Properties, LLC**, a Florida limited liability company (the "Company").

**ARTICLE II - DURATION**

The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

**ARTICLE III - PURPOSE**

The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the law of the state of Florida.

**ARTICLE IV – PLACE OF BUSINESS**

The mailing and street address of the Company's principal office is 10801 Corkscrew Road, Suite 305, Estero, Florida 33928.

**ARTICLE V – REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Mark W. Geschwendt. The street address of the initial registered agent of the Company is 10801 Corkscrew Road, Suite 305, Estero, Florida 33928.

**ARTICLE VI – CONTRIBUTIONS TO THE COMPANY**

The total amount of cash initially contributed to the Company by the member is one thousand and no/100 dollars (\$1,000.00). No additional contributions have been agreed upon.

**ARTICLE VII – ADDITIONAL MEMBERS**

Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

## **ARTICLE VIII – TERMINATION OF MEMBERSHIP**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

## **ARTICLE IX – MANAGEMENT OF THE COMPANY**

The Company shall be managed by a manager in accordance with the Operating Agreement adopted by all of the members. The name and address of the initial manager is:

Miromar Development Corporation  
10801 Corkscrew Road, Suite 305  
Estero, Florida 33928

## **ARTICLE X – OPERATING AGREEMENT**

The member or members shall have the power to adopt, alter, amend, or repeal the Operating Agreement for the Company, which contains provisions for the regulation and management of the affairs of the Company.

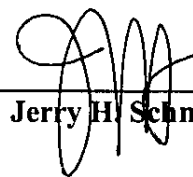
The undersigned executed these Articles of Organization on the 25<sup>th</sup> day of May, 2006.

(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.)

**Member:**

**MIROMAR DEVELOPMENT CORPORATION**

By: \_\_\_\_\_



**Jerry H. Schmoyer, Executive Vice President**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of section 608.415, 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:

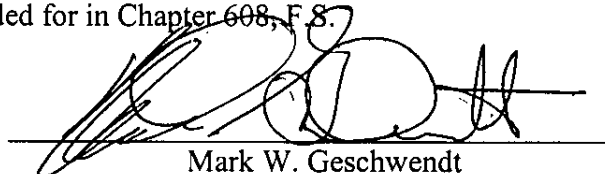
**Miromar-Cape Properties, LLC.**

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

Mark W. Geschwendt  
10801 Corkscrew Road, Suite 305  
Estero, Florida 33928

Having been named as Registered Agent and to accept service of process for Miromar-Cape Properties, LLC, at the place designated in this certificate, I 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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Dated: May 25, 2006

  
Mark W. Geschwendt

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