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## From:

Account Name : VOGEL LAW OFFICE, P.A.  
Account Number : I20030000100  
Phone : (239)262-2211  
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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

## Gatewood Estates, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
GATEWOOD ESTATES, LLC**

**ARTICLE I  
NAME**

The name of the Limited Liability Company is: **Gatewood Estates, LLC**

**ARTICLE II  
ADDRESS**

The mailing address and the street address of the principal office of the Limited Liability Company is: 4099 Tamiami Trail North, Suite 305, Naples, Florida 34103.

**ARTICLE III  
DURATION**

The period of duration of the Limited Liability Company shall be perpetual or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

**ARTICLE IV  
MANAGEMENT**

The Limited Liability Company is to be managed by a Manager and the name and address of such Manager who is to serve as Manager until a successor is elected and qualified is:

Fitzgerald Resource Partners, Inc.  
4099 Tamiami Trail North, Suite 305  
Naples, Florida 34103

**ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS**

Upon approval by 51% of the Members, the company is authorized to issue additional Units in the company and to admit Additional Members to the Company.

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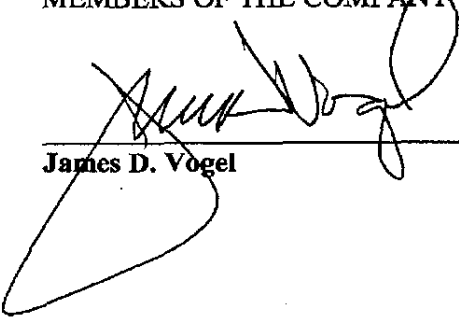
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ARTICLE VI  
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall have the right to continue the business 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 Limited Liability Company.

These Articles are executed this 5<sup>th</sup> day of June, 2006 by an authorized representative of Members of the Company, pursuant to Florida Limited Liability Company Act, Florida Statute §608.401 et seq.

AUTHORIZED REPRESENTATIVE OF  
MEMBERS OF THE COMPANY

  
\_\_\_\_\_  
James D. Vogel

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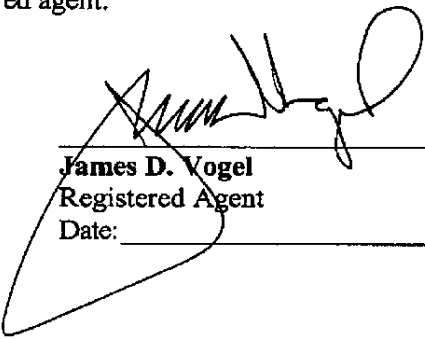
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 PR 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE  
STATE OF FLORIDA:

1. The name of the Limited Liability Company is: **Gatewood Estates, LLC**
2. The name and address of the registered agent and office is:

James D. Vogel  
Vogel Law Office, P.A.  
3936 Tamiami Trail North, Suite B  
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 am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
**James D. Vogel**  
Registered Agent  
Date: \_\_\_\_\_

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