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GATES D'ALESSANDRO & WOODYARD, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
GATES D'ALESSANDRO & WOODYARD, L.L.C.**

These Amended and Restated Articles of Organization of Gates D'Alessandro & Woodyard, L.L.C. are being filed pursuant to Section 608.411, Florida Statutes. The original Articles of Organization were filed with the Department of State on July 18, 2006.

ARTICLE I - NAME

The name of the Limited Liability Company is GATES D'ALESSANDRO & WOODYARD, L.L.C.

ARTICLE II - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Todd E. Gates, 12810 Tamiami Trail North, Naples, FL 34110.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one or more Managers, to be elected annually by a majority vote of the Members. The name and address of the initial Manager is as follows:

Gates McVey Capital Group, L.L.C.
c/o Todd E. Gates
12810 Tamiami Trail North
Naples, FL 34110

ARTICLE V - REGISTERED OFFICE/AGENT

The initial street address in Florida of the initial registered office of the Limited Liability Company is: Gates McVey Capital Group, L.L.C., c/o Todd E. Gates, 12810 Tamiami Trail North, Naples, FL 34110. The initial registered agent at such address shall be Todd E. Gates

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

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ARTICLE VII - MEMBERS RIGHTS TO CONTINUE 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, the remaining member(s) may elect to continue the business by the unanimous consent of all remaining members within ninety (90) days of such event.

ARTICLE VIII - QUALIFYING BROKER

Michele Harrison, Vice President of Sales, will serve as the Qualifying Broker of the company, until further action of the Manager

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Organization at Naples, Collier County, Florida on this 25 day of July 2006.

Gates McVey Capital Group, L.L.C.,

A Florida limited liability company

Its: Manager

By: GM Operating Holding Company, L.L.C.,

A Florida limited liability company

Its: Sole Member

By: 

Todd E. Gates, President, CEO and Manager

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