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## From:

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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

## Waterford II Properties, LLC

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**PORTER  
WRIGHT  
MORRIS &  
ARTHUR LLP**  
Attorneys and  
Counselors at Law

5801 Pelican Bay Boulevard  
Suite 300

Naples, Florida 34108-2709

Main Telephone #: 800-876-7962

Main Facsimile #: 239-593-2990

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### PLEASE DELIVER TO:

NAME	FIRM	FACSIMILE #:	CONFIRMATION #.
1. Division of Corporations	Florida Dept. of State	850-205-0383	

RE: **Waterford II Properties, LLC**  
Fax Audit No.: H060002230463

Comments:

Please file the attached regarding the above referenced limited liability company:

1. Articles of Organization and Acceptance of Registered Agent.

We have requested a certificate of status and a certified copy of same.

Thank you.

From: Terri B. Cohen, Esq. Phone No. 239-593-2968

THE ORIGINAL OF THIS DOCUMENT WILL BE SENT BY:

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**ARTICLES OF ORGANIZATION****OF****WATERFORD II PROPERTIES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

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**ARTICLE I - NAME**

The name of the limited liability company shall be Waterford II Properties, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and initial principal office of the Company shall be 3581 Mercantile Avenue, Naples, Florida 34104.

**ARTICLE III - DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or in the Company's Operating Agreement.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Company in the State of Florida is Mary Beth M. Clary, Esquire, Porter, Wright, Morris & Arthur LLP, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.

**ARTICLE V - MANAGEMENT**

The Company shall be managed by the Members in accordance with the Operating Agreement adopted by the Members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization. At the time that these Articles of Organization are executed, the Members, who may be referred to as Managing Members, are as follows:

James S. Dixon, Trustee  
Managing Member (MGRM)  
3581 Mercantile Avenue  
Naples, Florida 34104

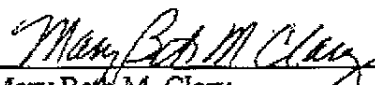
Laura H. Dixon, Trustee  
Managing Member (MGRM)  
3581 Mercantile Avenue  
Naples, Florida 34104

Marc C. Freije  
Managing Member (MGRM)  
3581 Mercantile Avenue  
Naples, Florida 34104

Sydney Williams  
Managing Member (MGRM)  
3581 Mercantile Avenue  
Naples, Florida 34104

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization on this 1<sup>st</sup> day of September, 2006.

  
Mary Beth M. Clary,  
Authorized Representative of Members

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Waterford II Properties, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of the position of registered agent.

Date: September 1, 2006.

  
Mary Beth M. Clary, Registered Agent