

Division of Corporations

1 of

# LO7000117274

Florida Department of State  
Division of Corporations  
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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

## GEMSTAR NAPLES LLC

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**ARTICLES OF ORGANIZATION  
FOR  
FLORIDA LIMITED  
LIABILITY COMPANY  
OF  
GEMSTAR NAPLES LLC**

**ARTICLE I**

Name

The name of this Limited Liability Company is GEMSTAR NAPLES LLC (the "Company").

**ARTICLE II**

Address

The mailing address and street address of the principal office of the Company are:

c/o Theodore R. Walters, Esq.  
3001 Tamiami Trail North, Suite 400  
Naples, Florida 34103

**ARTICLE III**

PURPOSE

The purpose for which this limited liability company is organized is for and all lawful business as a limited liability company.

**ARTICLE IV**

Duration

The period of duration for the Company is perpetual.

**ARTICLE V**

Registered Office and Agent

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

CLASP, INC.  
3001 TAMAMIAMI TRAIL NORTH, SUITE 400  
NAPLES, FLORIDA 34103

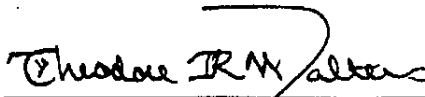
*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I*

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*am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

  
Theodore R. Walters, Vice President

ARTICLE VI  
Management

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company is:

Michael Kenny  
c/o Theodore R. Walters, Esq.  
3001 Tamiami Trail North, Suite 400  
Naples, Florida 34103

ARTICLE VII  
Limitation on Agency Authority of Members


Pursuant to Section 608.42335, Florida Statutes, no member of the Company shall be an agent of the Company for the purpose of its business solely by virtue of being a member, and no member may bind the Company by taking any action solely by virtue of being a member.

ARTICLE VIII  
Written Operating Agreement

Any Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Company as amended and in existence from time to time.

Dated this 8<sup>th</sup> day of November, 2007.

By:

  
Theodore R. Walters  
Authorized Representative

(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.)

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