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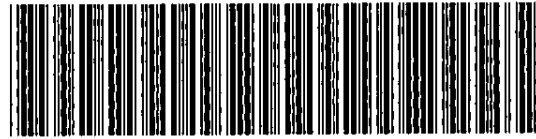
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR

FEB 23 2010

EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 FEB 22 AM 9:50



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 292116 82724A

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 125.00

FILED
DIVISION OF CORPORATIONS
10 FEB 22 AM 9:50

ORDER DATE : February 22, 2010

ORDER TIME : 2:37 PM

ORDER NO. : 292116-005

CUSTOMER NO: 82724A

DOMESTIC FILING

NAME: SOUTH GULF COVE WATERFRONT
HOMESITES, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX _____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
SOUTH GULF COVE WATERFRONT HOMESITES, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 FEB 22 AM 9:50

**ARTICLE I
NAME**

The name of this limited liability company is South Gulf Cove Waterfront Homesites, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 1250 Tamiami Trail North, Suite 211, Naples, Florida 34102. The Company's registered agent is William E. Fitzgerald, whose office is located at 1250 Tamiami Trail North, Suite 211, Naples, Florida 34102.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is William E. Fitzgerald, who is a natural person at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by a manager as further provided in the Company's Regulations. No member other than the manager are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the initial manager is:

William E. Fitzgerald
c/o The Fitzgerald Group of Southwest Florida, Inc.
1250 Tamiami Trail North, Suite 211
Naples, Florida 34102

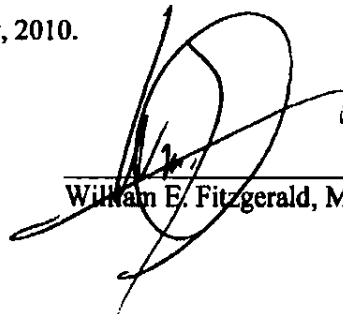
ARTICLE VII
ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Company's Regulations.

ARTICLE VIII
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's Regulations, then, to the extent allowed by law, the Regulations will govern.

Executed this 17 day of February, 2010.



William E. Fitzgerald, Manager

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

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

1. The name of the limited liability company is: South Gulf Cove Waterfront Homesites, LLC
2. The name and address of the registered agent and office is:

William E. Fitzgerald
1250 Tamiami Trail North, Suite 211
Naples, Florida 34102

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 accept the obligations of my position as registered agent.



Name: William E. Fitzgerald

Date: February 17, 2010