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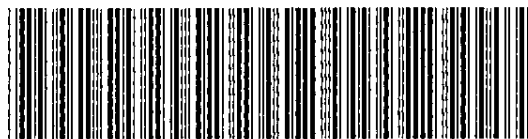
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B. KOHR

AUG 17 2010

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 480152 6258A

AUTHORIZATION :

COST LIMIT : \$ 265.00

[Signature]

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ORDER DATE : August 16, 2010

ORDER TIME : 1:54 PM

ORDER NO. : 480152-010

CUSTOMER NO: 6258A

ARTICLES OF MERGER
AND ARTICLES OF ORGANIZATION

NEAPOLITAN WAY NORTH
PARTNERSHIP, LLP

INTO

MADISON LUTGERT NEAPOLITAN,
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY OF THE MERGER & LLC
XX CERTIFICATE OF STATUS OF NEW LLC & SURVIVOR.

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____

**CERTIFICATE OF MERGER
OF
NEAPOLITAN WAY NORTH PARTNERSHIP, LLP
AND
NEAPOLITAN WAY SOUTH PARTNERSHIP, LLP
INTO
MADISON LUTGERT NEAPOLITAN, LLC**

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The following Certificate of Merger (this "Certificate of Merger") is submitted in accordance with the Florida Revised Uniform Partnership Act and the Florida Limited Liability Company Act, pursuant to Sections 620.8916-620.8919 and Sections 608.438-608.608.4383, Florida Statutes.

1. The exact name, jurisdiction and form/entity type for each merging limited liability partnership (collectively the "Constituent LLP Organizations") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
GP08 00000010 Neapolitan Way North Partnership, LLP	Florida	Limited Liability Partnership
Neapolitan Way South Partnership, LLP	Florida	Limited Liability Partnership

2. The exact name, jurisdiction and form/entity type of the surviving limited liability company (the "Surviving LLC Organization") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
GP08 00000012 Madison Lutgert Neapolitan, LLC	Florida	Limited Liability Company

The Surviving LLC Organization's Articles of Organization are filed contemporaneously with this Certificate of Merger, and are attached hereto and made a part hereof.

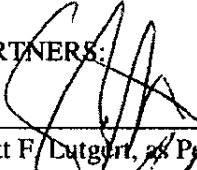
3. The Plan of Merger dated August 13, 2010, which sets forth the terms and conditions for merging the Constituent LLP Organizations with and into the Surviving LLC Organization, was approved by written consent of the Constituent LLP Organizations and the Surviving LLC Organization in accordance with the applicable provisions of Chapters 620 and 608, Florida Statutes.
4. The merger is effective as of the date and time this Certificate of Merger is filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned Constituent LLP Organizations and Surviving LLC Organization have executed this Certificate of Merger on this 16 day of August, 2010.

CONSTITUENT LLP ORGANIZATIONS:

NEAPOLITAN WAY NORTH
PARTNERSHIP, LLP

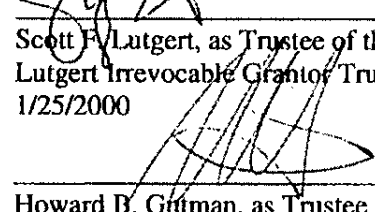
PARTNERS:



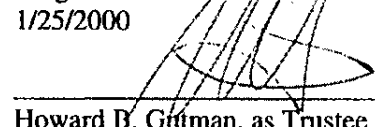
Scott F. Lutgert, as Personal Representative of
the Estate of Raymond L. Lutgert



Scott F. Lutgert



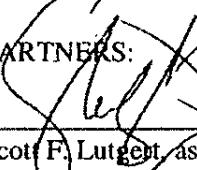
Scott F. Lutgert, as Trustee of the Raymond L.
Lutgert Irrevocable Grantor Trust dated
1/25/2000



Howard B. Gutman, as Trustee of the Scott F.
Lutgert 2005 Irrevocable Grantor Trust dated
December 1, 2005

NEAPOLITAN WAY SOUTH
PARTNERSHIP, LLP

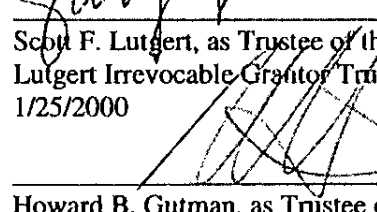
PARTNERS:



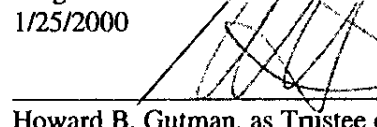
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the Estate of Raymond L. Lutgert



Scott F. Lutgert



Scott F. Lutgert, as Trustee of the Raymond L.
Lutgert Irrevocable Grantor Trust dated
1/25/2000



Howard B. Gutman, as Trustee of the Scott F.
Lutgert 2005 Irrevocable Grantor Trust dated
December 1, 2005

SURVIVING LLC ORGANIZATION:

MADISON LUTGERT NEAPOLITAN, LLC

MANAGER:



Scott F. Lutgert, Manager

**PLAN OF MERGER
OF
NEAPOLITAN WAY NORTH PARTNERSHIP, LLP
AND
NEAPOLITAN WAY SOUTH PARTNERSHIP, LLP
INTO
MADISON LUTGERT NEAPOLITAN, LLC**

This sets forth the terms of a Plan of Merger (this "Plan of Merger") adopted and submitted in accordance with the Florida Revised Uniform Partnership Act and the Florida Limited Liability Company Act, pursuant to Sections 620.8916-620.8919 and Sections 608.438-608.608.4383, Florida Statutes.

1. The names, jurisdictions and form of the two (2) merging limited liability partnerships (the "Constituent LLP Organizations") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Neapolitan Way North Partnership, LLP	Florida	Limited Liability Partnership
Neapolitan Way South Partnership, LLP	Florida	Limited Liability Partnership

2. The name, jurisdiction and form of the surviving limited liability company (the "Surviving LLC Organization") created by the merger of the Constituent LLP Organizations in accordance with this Plan of Merger and 620.8918(2)(b) are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Madison Lutgert Neapolitan, LLC	Florida	Limited Liability Company

3. The Surviving LLC Organization's Articles of Organization shall be filed with the Florida Department of State contemporaneously with the Certificate of Merger and shall be effective as of the Effective Date (defined below), a copy of which are attached hereto and incorporated by reference.

4. As to each Constituent LLP Organization, the limited liability partnership interests are as follows:

<u>Name of LLP</u>	<u>Partner</u>	<u>Partnership Interest</u>
Neapolitan Way North Partnership, LLP	Scott F. Lutgert, as Personal Representative of the Estate of Raymond L. Lutgert	49.0%
	Scott F. Lutgert	48.5%

	Scott F. Lutgert, as Trustee of the Raymond L. Lutgert Irrevocable Grantor Trust dated 1/25/2000	1.0%
	Howard B. Gutman, as Trustee of the Scott F. Lutgert 2005 Irrevocable Grantor Trust dated December 1, 2005	1.5%
		<hr/> 100.0%
Neapolitan Way South Partnership, LLP	Scott F. Lutgert, as Personal Representative of the Estate of Raymond L. Lutgert	49.0%
	Scott F. Lutgert	48.5%
	Scott F. Lutgert, as Trustee of the Raymond L. Lutgert Irrevocable Grantor Trust dated 1/25/2000	1.0%
	Howard B. Gutman, as Trustee of the Scott F. Lutgert 2005 Irrevocable Grantor Trust dated December 1, 2005	1.5%
		<hr/> 100.0%

5. As of the Effective Date (defined below), the partnership interests in each of the Constituent LLP Organizations shall be converted into percentage membership interests in the Surviving LLC Organization by virtue of the merger and without any action on the part of the holder thereof as follows:

<u>Name of LLC</u>	<u>Member</u>	<u>Membership Interest</u>
Madison Lutgert Neapolitan, LLC	Scott F. Lutgert, as Personal Representative of the Estate of Raymond L. Lutgert	49.0%
	Scott F. Lutgert	48.5%
	Scott F. Lutgert, as Trustee of the Raymond L. Lutgert Irrevocable Grantor Trust dated 1/25/2000	1.0%
	Howard B. Gutman, as Trustee of the Scott F. Lutgert 2005 Irrevocable Grantor Trust dated December 1, 2005	1.5%
		<hr/> 100.0%

6. The merger of the Constituent LLP Organizations into the Surviving LLC Organization shall be effective as of the date and time the Certificate of Merger and the Surviving LLC Organization's Articles of Organization are filed with the Florida Department of State (the "Effective Date").
7. From and after the Effective Date, the manager of the Surviving LLC Organization shall be Scott F. Lutgert, whose address is 4200 Gulf Shore Boulevard North, Naples, Florida 34103.
8. At the Effective Date, the Surviving LLC Organization, without further transfer, succeeds to and possesses all of the rights, privileges and powers of the Constituent LLP Organizations, and all of the assets and property of whatever kind and character of the Constituent LLP Organizations shall vest in the Surviving LLC Organization without further act or deed; thereafter, the Surviving LLC Organization, shall be liable for all of the liabilities and obligations of the Constituent LLP Organizations, and any claim or judgment against the Constituent LLP Organizations may be enforced against the Surviving LLC Organization.
9. The foregoing Plan of Merger was duly and unanimously adopted by the partners of Neapolitan Way North Partnership, LLP and Neapolitan Way South Partnership, LLP by written consent in lieu of a Special Meeting dated August 13, 2010, and by all of the members of Madison Lutgert Neapolitan, LLC by written consent in lieu of a Special Meeting dated August 13, 2010.

IN WITNESS WHEREOF, the undersigned Constituent LLP Organizations and Surviving LLC Organization have executed this Plan of Merger on this 13 day of August, 2010.

CONSTITUENT LLP ORGANIZATIONS:

NEAPOLITAN WAY NORTH
PARTNERSHIP, LLP

PARTNERS:

Scott F. Lutgert, as Personal Representative of
the Estate of Raymond L. Lutgert

Scott F. Lutgert

Scott F. Lutgert, as Trustee of the Raymond L.
Lutgert Irrevocable Grantor Trust dated
1/25/2000

NEAPOLITAN WAY SOUTH
PARTNERSHIP, LLP

PARTNERS:

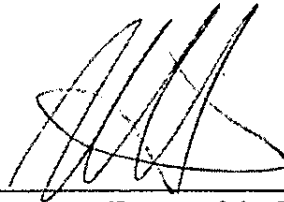
Scott F. Lutgert, as Personal Representative of
the Estate of Raymond L. Lutgert

Scott F. Lutgert

Scott F. Lutgert, as Trustee of the Raymond L.
Lutgert Irrevocable Grantor Trust dated
1/25/2000



Howard B. Gutman, as Trustee of the Scott F.
Lutger 2005 Irrevocable Grantor Trust dated
December 1, 2005

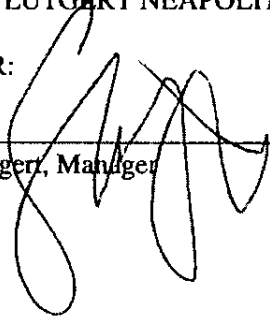


Howard B. Gutman, as Trustee of the Scott F.
Lutger 2005 Irrevocable Grantor Trust dated
December 1, 2005

SURVIVING LLC ORGANIZATION:

MADISON LUTGERT NEAPOLITAN, LLC

MANAGER:



Scott F. Lutger, Manager

**ARTICLES OF ORGANIZATION
OF
MADISON LUTGERT NEAPOLITAN, LLC**

ARTICLE I - NAME

The name of the limited liability company is Madison Lutgert Neapolitan, LLC ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is:

Principal Office Address:

4200 Gulfshore Blvd North
Naples, Florida 34103

Mailing Address:

4200 Gulfshore Blvd North
Naples, Florida 34103

**ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE**

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

Robert C. Zundel, Jr.
4001 Tamiami Trail N, Ste 250
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 as provided for in Chapter 608, F.S..



Robert C. Zundel, Jr.

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ARTICLE IV - MANAGER

The name and address of the Manager is as follows:

Title:

Name and Address:

Manager (MGR)

Scott F. Lutgert
4200 Gulf Shore Boulevard North
Naples, Florida 34103

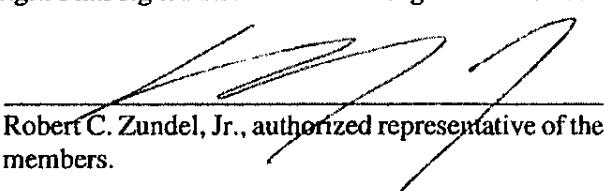
ARTICLE V – COMMENCEMENT OF EXISTENCE

The company's existence shall begin at the date and time when these Articles of Organization and the Certificate of Merger of Neapolitan Way North Partnership, LLP and Neapolitan Way South Partnership, LLP into Madison Lutgert Neapolitan, LLC are filed with the Florida Department of State.

ARTICLE VI – AMENDMENT

The company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment to them in accordance with the Operating Agreement of the company or as otherwise authorized, and any right conferred upon the Member or Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization on this 16th day of August, 2010.


Robert C. Zundel, Jr., authorized representative of the members.