

**L12000041038**

Florida Department of State  
Division of Corporations  
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FLORIDA LIMITED LIABILITY CO.  
AUERBACH-MYERS NAPLES PARK ONE, LLC

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Naples and Tampa, Florida

**FAX TRANSMITTAL COVER SHEET**

**To:** 850-617-6383

Company:

Fax number: 850-617-6383

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**From:** Shuart, Elaine J. (NAP x4953)

Phone number: 239-434-4953

Senders direct fax: 239-213-5451

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March 15, 2012

Florida Secretary of State  
Division of Corporations  
Attn: Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

Re: *Auerbach-Myers Naples Park One, LLC*  
*Document No. W06000046795*


Dear Sir or Madam:

The above-referenced limited liability company is currently a Maryland company doing business in the State of Florida as a Florida foreign limited liability company. Both entities are owned and managed by me as the sole respective member.

I am permanently moving the company to Florida. Enclosed please find a Certificate of Merger and an Agreement and Plan of Merger wherein Auerbach-Myers Naples Park One, LLC, a Maryland limited liability company shall merge into Auerbach-Myers Naples Park One, LLC, a Florida limited liability company.

Per your instruction, this letter will serve as notification that Auerbach-Myers Naples Park One, LLC, a Florida foreign limited liability company wishes to maintain its name for its new Florida limited liability company.

Sincerely,

  
Diane Auerbach Myers,  
Manager and sole Member of  
Auerbach-Myers Naples Park One, LLC

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**ARTICLES OF ORGANIZATION OF  
AUERBACH-MYERS NAPLES PARK ONE, LLC**

The undersigned authorized agent of the initial member of the limited liability company hereby certifies that the member, for the purposes of forming a limited liability company under the laws of the State of Florida, provided for the formation, rights, privileges, and immunities of a limited liability company for profit. I further declare that the following articles shall be the charter and authority for the conduct of business of such limited liability company.

**ARTICLE I  
NAME AND PURPOSE**

The name of the limited liability company shall be Auerbach-Myers Naples Park One, LLC (the "Company") and the nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which companies may be organized under the Florida Limited Liability Company Act (the "Act").

**ARTICLE II  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be: 5900 Via Laguna, Naples, Florida 34108.

**ARTICLE III  
REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: Diane Auerbach Myers, 5900 Via Laguna, Naples, Florida 34108.

**ARTICLE IV  
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 V  
MANAGEMENT**

The Company shall be manager-managed in accordance with the operating agreement adopted by the initial member for the management of the business and affairs of the Company. The initial manager of the Company shall be: Diane Auerbach Myers.

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ARTICLE VI  
RESTRICTIONS ON MEMBERSHIP

The initial member shall have the right to admit new members upon meeting the conditions set forth in the Company's operating agreement, including requirements that the new members agree to and comply with the terms and provisions of the operating agreement.

ARTICLE VII  
MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy, or other dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the existence of the Company shall continue.

ARTICLE VIII  
AMENDMENTS TO ARTICLES

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by the Act, and all rights conferred upon members herein are granted subject to this reservation.

Executed by the undersigned on the 23 day of March, 2012.

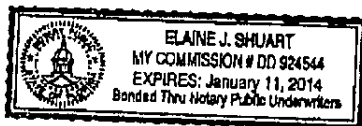


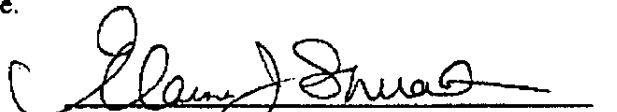
PHILIP M. BRESSON, ESQ.,  
as authorized representative

STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME the undersigned authority, this 23 day of March, 2012 personally appeared PHILIP M. BRESSON, ESQ., as authorized representative of Auerbach-Myers Naples Park One, LLC, who is personally known to me.

(SEAL)



  
Notary Public - State of Florida  
Printed Name: Elaine J. Stuart  
My commission expires: 1/11/14

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

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

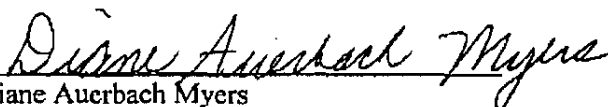
THE NAME OF THE LIMITED LIABILITY COMPANY IS AUERBACH-MYERS NAPLES PARK ONE, LLC.

THE NAME OF THE INITIAL REGISTERED AGENT OF THE LIMITED LIABILITY COMPANY IS DIANE AUERBACH MYERS, 5900 VIA LAGUNA, NAPLES, FL 34108.

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being named in the Articles of Organization of Auerbach-Myers Naples Park One, 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 its duties, and is familiar with and accepts the obligations of the position of Registered Agent.

Dated: March 23, 2012

  
Diane Auerbach Myers

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