

2nd NOTICE: Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstato: \$738.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 263.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company **DOCUMENT # L95000000515**

VLD CORPORATION, L.C.
108 HUNTINGTON DRIVE
NAPLES FL 33942

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business		2a. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

1a. Principal Place of Business Address
108 HUNTINGTON DRIVE
NAPLES FL 33942

3. Date Organized or Qualified 06/30/1995	3a. State of Formation FL
4. FET Number 65-059220.3	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input checked="" type="checkbox"/> \$5 / % Additional Fee Required

7. Name and Address of Current Registered Agent
ANDERSON, RAY F
108 HUNTINGTON DRIVE
NAPLES FL 33942

8. Name and Address of New Registered Agent
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
Zip Code
7300001873927
-06/25/96--01002--012
******263.75 ****263.75**
FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations

SIGNATURE _____ DATE _____
(If the current Agent is resigning, the signature of the new Agent is required when the resignation is accepted.)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	REA OF SOUTHWEST FLORI	108 HUNTINGTON DRIVE	NAPLES FL
MGRM	ELIAS BROTHERS, INC.	1206 ENTERPRICE AVENUE #A-	NAPLES FL

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k) Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: *Ray F. Anderson* **RAY F. ANDERSON** 6/10/96 (94)592-1314
Date: _____ Daytime Phone: _____

29500000515

MORRISON & CONROY

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

875 SIXTH AVENUE SOUTH
NAPLES, FLORIDA 33940
(813) 848-0200

TELEPHONE (813) 848-0140

J. THOMAS CONROY, III
TALLAHASSEE
DAVID N. MORRISON

FILED

25 JUN 30 AM 9:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 28, 1995

Secretary of State
The Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100001528571
-06/30/95--01070--001
****337.50. ****337.50

Re: Articles of Incorporation of VLD Corporation, L.C.
Our File No. 5228.01

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced transaction. Also enclosed is a check in the amount of \$337.50 to cover the following costs:

1. \$285.00 - Filing Fee;
2. \$ 52.50 - Certified Copy of the Articles of Incorporation.

TOTAL AMOUNT DUE - \$337.50

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.

J. Thomas Conroy, III

ITC-4
Encl.

PR6
7-6

Thomas Conroy GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art 4 Y1
DATE 7-6-95
DOC. EXAM. afile

ARTICLES OF ORGANIZATION OF
VLD CORPORATION, L.C.

FILED
95 JUN 30 AM 9:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of this Limited Liability Company shall be:

VLD Corporation, L.C.

ARTICLE II

This Limited Liability Company shall exist for a period of thirty years from the date of filing with the Department of State.

ARTICLE III

The Limited Liability Company is created for the purpose of transacting any lawful business or purpose, and any other related business as may be agreed on by the members.

ARTICLE IV

The place of business of this Limited Liability Company shall be 108 Huntington Drive, Naples, Florida 33942, and such other place or places as the members, from time to time, may determine.

The initial Registered Agent of the Limited Liability Company shall be Ray F. Anderson, 108 Huntington Drive, Naples, Florida 33942.

ARTICLE V

The initial amount of capital contributions (including cash and a description of the agreed value of property) is \$100.00, which will be contributed by the members.

ARTICLE VI

The Limited Liability Company will be managed by ^{Managing Members} RFA of Southwest Florida, Inc., a Florida corporation, and Elias Brothers, Inc., a Florida corporation in accordance with the Agreement dated March 16, 1995. Their respective names and addresses are:

Managing Members
RFA of Southwest Florida, Inc.
108 Huntington Drive
Naples, Florida 33942

and

Elias Brothers, Inc.
4206 Enterprise Avenue, #A-7
Naples, Florida 33942

IN WITNESS WHEREOF, the parties hereto have executed these
Articles of Organization, this 21st day of June, 1995.

Witnesses: RFA of Southwest Florida, Inc.,
a Florida corporation

Tracy L. Gonsalves
Witness #1
Tracy L. Gonsalves
(Print Name)

By: Ray F. Anderson
Ray F. Anderson
Its: President

Alison Whitacre
Witness #2
DIANE WHITACRE
(Print Name)

Elias Brothers, Inc., a Florida
corporation

Tracy L. Gonsalves
Witness #1
Tracy L. Gonsalves
(Print Name)

By: Roni Elias
Roni Elias
Its: Vice-President

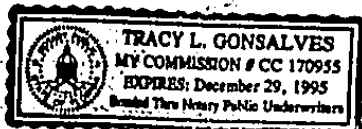
Alison Whitacre
Witness #2
DIANE WHITACRE
(Print Name)

STATE OF FLORIDA

COUNTY OF

The foregoing instrument was acknowledged before me this 21st
day of June, 1995 by Ray F. Anderson, President of
RFA of Southwest Florida, Inc., a Florida corporation, and executed
on behalf of the Corporation, who is personally known to me, or has
produced _____ as identification.

NOTE: If a type of identification is not inserted in the blank
provided, then the person executing this instrument was personally
known to me.



Tracy L. Gonsalves
Notary Public
Tracy L. Gonsalves
(Print/type Name)

(Commission Number)

(Commission Expires)

STATE OF FLORIDA

COUNTY OF

The foregoing instrument was acknowledged before me this 21st day of June, 1995, by Roni Elias, Vice-President of Elias Brothers, Inc., a Florida corporation, and executed on behalf of the corporation, who is personally known to me, or has produced Florida Driver License as identification. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me.



Tracy L. Gonsalves

Notary Public

Tracy L. Gonsalves

(Print/type Name)

(Commission Number)

(Commission Expires)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared Roni Elias, as vice-president of Elias Brothers, Inc., a Florida corporation, a member or authorized representative of a member of VLD Corporation, L.C., who deposes and says:

1. The above named Limited Liability Company has at least two members;
2. The total amount of cash contributed by the members is \$100.00;
3. If any, the agreed value of property other than cash contributed by members is \$ -0-; and
4. The total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes amounts from #2. and #3. above.

Elias Brothers, Inc., a Florida corporation

By: Roni Elias

Roni Elias

Its: Vice-President

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 2nd day of June, 1995, by Roni Elias, Vice-President of Elias Brothers, Inc., a Florida corporation, and executed on behalf of the corporation, who is personally known to me, or has produced Florida Driver License as identification. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me.



Tracy L. Gonsalves
Notary Public
Tracy L. Gonsalves
(Print/type Name)

(Commission Number)

(Commission Expires)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared Ray F. Anderson, as president of RFA Southwest Florida, Inc., a Florida corporation, a member or authorized representative of a member of VLD Corporation, L.C., who deposes and says:

1. The above named Limited Liability Company has at least two members;
2. The total amount of cash contributed by the members is \$100.00;
3. If any, the agreed value of property other than cash contributed by members is \$ -0-; and
4. The total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes amounts from #2. and #3. above.

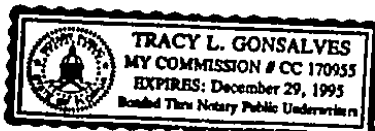
RFA of Southwest Florida, Inc., a
Florida corporation

By: Ray F. Anderson
Ray F. Anderson
Its: President

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 21st day of June, 1995, by Ray F. Anderson, President of RFA of Southwest Florida, Inc., a Florida corporation, and executed on behalf of the corporation, who is personally known to me, or has produced _____ as identification. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me.



Tracy L. Gonsalves
Notary Public
Tracy L. Gonsalves
(Print/type Name)

(Commission Number)

(Commission Expires)

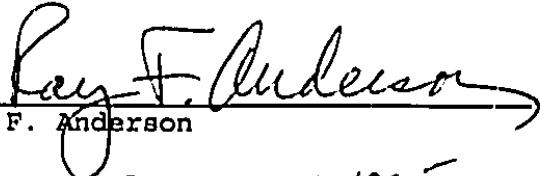
**CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608415 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: Victoria Lakes Development Corporation, L.C.
2. The name and address of the Registered Agent and Office is:

Ray F. Anderson
108 Huntington Drive
Naples, Florida 33942

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.


Ray F. Anderson

Date: June 21, 1995

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, 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 statement, 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.


Ray F. Anderson

Date: June 21, 1995

Corp\VLD

FILED
95 JUN 30 AM 9:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA