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L 95000000805

October 17, 1995

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

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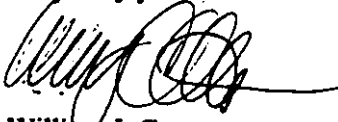
Re: CASA BONITA PLAZA, L. C.

Ladies and Gentlemen:

In connection with the captioned Florida limited liability company, we have enclosed an original and one (1) copy of the Articles of Organization and Affidavit of Membership, and a check for \$346.25 for the Filing Fee (\$250.00), Registered Agent designation (\$35.00), one Certified Copy (\$52.50) and a Certificate of Status (\$8.75).

Please accept these materials for filing, and return the Certified Copy and certificate to the undersigned. Thank you for your cooperation.

Very truly yours,



William J. Cotter

FILED
95 OCT 20 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/wjc
Enclosures

OCT 24 1995 BSB

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

CASA BONITA PLAZA, L.C.

ARTICLE II - Address:

The mailing address and street address of the Limited Liability Company is:

2133 Periwinkle Way, Sanibel, Florida 33957

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Commencing upon the issuance of a Certificate by the Florida Department of
State, and ending on December 31, 2035.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members, and the names and
addresses of the managing members are:

James L. Sulkowski
1517 Winterberry Lane
Darien, Illinois 60561

Alan S. Wortzel
2133 Periwinkle Way P.O. Box 416
Sanibel, Florida 33957

Robert Kuiken
125 55th Street
Clarendon Hills, Illinois 60514

Mark J. Marinello
2133 Periwinkle Way P.O. Box 416
Sanibel, Florida 33957

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members of the Limited Liability Company to admit additional members and the terms and the conditions of such admission shall be:

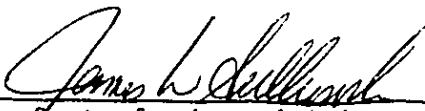
New members may be admitted by the majority vote of the existing members, all in accordance with the terms of the members' Operating Agreement.

ARTICLE VI - Members' Right to Continue Business:

The right, if given of the remaining members of the Limited Liability Company to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continues membership of a member in the Limited Liability Company shall be:

Upon the occurrence of such an event, the Limited Liability Company shall be dissolved, unless there is a majority vote of the remaining members to continue the business of the Limited Liability Company, all as set forth in the members' Operating Agreement.

Dated: October 16, 1995.



Signature of member or authorized representative of a member.
(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

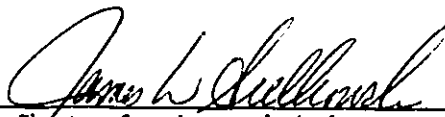
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS FOR
FLORIDA LIMITED LIABILITY COMPANY**

CASA BONITA PLAZA, L.C.

The undersigned member or authorized representative of a member of CASA BONITA PLAZA, L.C., a Florida Limited Liability Company, deposes and says:

1. The above named the Limited Liability Company, CASA BONITA PLAZA, L.C., has at least two members.
2. The total amount of cash contributed by the members is: \$ 300,000.00
3. The agreed value of property other than cash, if any, contributed by members is: \$ 0.00
4. The amount of cash or property anticipated to be contributed by members is: \$ 100,000.00
5. The total amount of 2, 3, and 4 is: \$ 400,000.00

Dated: October 16, 1995.



Signature of member or authorized representative of a member.
(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND OFFICE FOR
FLORIDA LIMITED LIABILITY COMPANY**

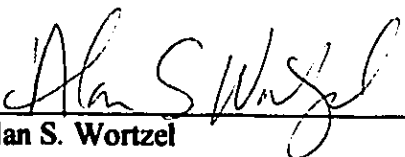
CASA BONITA PLAZA, L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AM 11:42

The above captioned Limited Liability Company, does hereby designate the following as the company's registered agent:

Alan S. Wortzel
Mailing Address: 2133 Periwinkle Way
P.O. Box 416 Sanibel, Florida 33957

The undersigned does hereby accept the appointment of registered agent for **CASA BONITA PLAZA, L.C.**


Alan S. Wortzel

Dated: October 18, 1995

FILE NOW: Fee after May 1, will be \$263.75

APPROVED
AND
FILED

96 APR 12 AM 10: 53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
\$ 238.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT #L95000000805

CASA BONITA PLAZA, L.C.
P O BOX 416
SANIBEL FL 33957

1a. Principal Place of Business Address
2133 PERIWINKLE WAY
SANIBEL FL 33957

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		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc. <i>same</i>		Suite, Apt. #, etc.		10/20/1995	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Zip		65-0626466	
Country		Country		5. Date of Last Report	6. Certificate of Status Desired
				N/A	<input type="checkbox"/>

7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent	
WORTZEL, ALAN S 2133 PERIWINKLE WAY SANIBEL FL 33957		Name	
		Street Address (P.O. Box Number is Not Acceptable)	
		Suite, Apt. #, etc.	
		City	
		700001790857 04/23/96 01103-019 ***238.75 ***238.75 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 _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reappointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	SULKOWSKI, JAMES L	517 WINTERBERRY LN	DARIEN IL
MGRM	KUIKEN, ROBERT	125 55TH ST	CLARENDON HILLS IL
MGRM	WORTZEL, ALAN S	2133 PERIWINKLE WAY	SANIBEL FL
MGRM	MARINELLO, MARK J	2133 PERIWINKLE WAY	SANIBEL 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: Alan S. Wortzel Date: 11 Apr. 1996 Daytime Phone #: 941-472-2255
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER