

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

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904-222-0172 FAX



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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 808924 4376832

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 285.00

ORDER DATE : January 17, 1996

ORDER TIME : 11:48 AM

ORDER NO. : 808924

CUSTOMER NO: 4376832

300001690923

CUSTOMER: Ms. Teresa Hanson
HUMPHREY & KNOTT

3rd Floor
1625 Hendry Street
Ft. Myers, FL 33901

DOMESTIC FILING

NAME: HENDRY STREET, L.C.

FILED
96 JAN 17 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: T. BROWN JAN 18 1996

**ARTICLES OF ORGANIZATION
OF
HENDRY STREET, L.C.**

FILED
96 JAN 17 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Hendry Street, L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal place of business of the Company in Florida shall be 1625 Hendry Street, Suite 301, Fort Myers, Florida 33901.

ARTICLE III - 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 terminate not later than December 31, 2050, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to conduct and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is George H. Knott, Humphrey & Knott, P.A., 1625 Hendry Street, Suite 301, Fort Myers, Florida 33901.

ARTICLE VI - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VIII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company only as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE X - MANAGEMENT

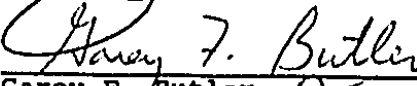
The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
James T. Humphrey	1625 Hendry Street, Suite 301, Fort Myers, FL 33901
George H. Knott	1625 Hendry Street, Suite 301, Fort Myers, FL 33901
George L. Consoer, Jr.	1625 Hendry Street, Suite 301, Fort Myers, FL 33901
Mark A. Ebelini	1625 Hendry Street, Suite 301, Fort Myers, FL 33901
Garey F. Butler	1625 Hendry Street, Suite 301, Fort Myers, FL 33901
Thomas B. Hart	1625 Hendry Street, Suite 301, Fort Myers, FL 33901
Mark A. Horowitz	1625 Hendry Street, Suite 301, Fort Myers, FL 33901

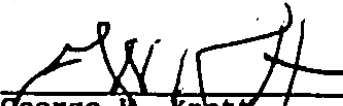
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 16th day of January, 1996.


James T. Humphrey


George L. Conner, Jr.


Garvey F. Butler


Mark A. Horowitz


George H. Knott


Mark A. Ebelini


Thomas B. Haft


EXHIBIT A

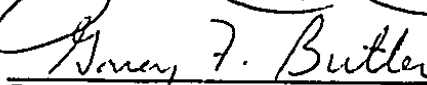
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Hendry Street, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash anticipated to be contributed by each member is \$20,000.00, for a total of \$140,000.00. No other cash or property has been contributed or is anticipated to be contributed by the members.

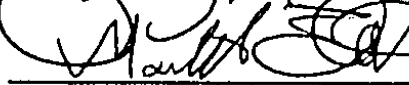

James T. Humphrey


George L. Consoer, Jr.


Garey F. Butler


Mark A. Horowitz


George H. Knott


Mark A. Ebelini


Thomas B. Hart

(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.)

FILING FEE: \$250 for Articles of Organization and Affidavit

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

FILED
96 JAN 17 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Hendry Street, L.C.
2. The name and address of the registered agent and office is:

George H. Knott

(Name)

1625 Hendry Street, Suite 301

(P.O. Box not acceptable)

Fort Myers, FL 33901

(City/State/Zip)

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.


George H. Knott

Date

1-12-96

FILING FEE: \$35 for Designation of Registered Agent

L960000000077

HUMPHREY & KNOTT

JAMES T. HUMPHREY
GEORGE H. KNOTT*
GEORGE L. CONNOR, JR.**
MARK A. KUBLINI
GAREY F. BUTLER
THOMAS D. HAHT
MARK A. HOFOWITZ

*Board Certified Civil Trial Lawyer
**Board Certified Real Estate Lawyer

PROFESSIONAL ASSOCIATION
ATTORNEYS-AT-LAW

1005 HENDRY STREET (88901)
P. O. BOX 2440
FORT MYERS, FLORIDA 33902-2440

TELEPHONE (941) 334-8729

TELECOMMER (941) 334-1440

THOMAS H. FAULK, JR.
MATTHEW D. UHLER
H. ANDREW SWETT
SHIRI H. MED
CHRISTIAN T. VAN HISE

DIRECTOR OF ZONING AND
LAND USE PLANNING
MICHAEL E. HORDEN, AICP

May 30, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32311

Re: Articles of Dissolution for
Hendry Street, L.C.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Dissolution for Hendry Street, L.C., along with a check in the amount of \$52.50 to cover filing fees for same. Upon filing, please notify me by telephone and return the file stamped copy to me in the enclosed self-addressed, stamped envelope which I have provided.

Thank you in advance.

Sincerely,

HUMPHREY & KNOTT, P.A.

Garey F. Butler
Garey F. Butler

GFB/tah
Enclosure: Articles of Dissolution
Check for \$52.50
Return envelope

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-06/02/97--01050-019
*****52.50 *****52.50

FILED
97 JUN -2 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vol. Diss.
Jaw
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ARTICLES OF DISSOLUTION
FOR HENDRY STREET, L.C.,
A FLORIDA LIMITED LIABILITY COMPANY

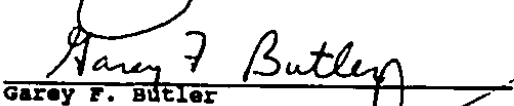
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1. The name of the limited liability company is Hendry Street, L.C., and its document number is L96000000077.
2. The effective date of the limited liability company's dissolution is May 31, 1997.
3. The occurrence that resulted in the limited liability company's dissolution pursuant to Florida Statutes §608.441, is the unanimous written agreement of all members.
4. All debts, obligations and liabilities of the limited liability company have been paid or discharged.
5. All property and assets of the limited liability company have been distributed among its members in accordance with their respective rights and interests.
6. There are no suits pending against the limited liability company in any court.

Signatures of all members:


James T. Humphrey


George L. Boncher, Jr.


Garey F. Butler


Mark A. Horowitz


George W. Knott


Mark A. Ebelini


Thomas B. Hart