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DIVISION OF CORPORATIONS
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August 2, 1996

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Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Cambridge Club of Gainesville, L.C.:
Articles of Organization

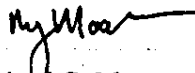
Dear Sir or Madam:

Enclosed are the following documents for filing with the Division of Corporations:

- a. Original and one (1) conformed copy of Articles of Organization of **Cambridge Club of Gainesville, L.C.**, executed by Stephen Ulrich, a member of the limited liability company;
- b. Original and one (1) conformed copy of Certificate of Designation of Registered Agent;
- c. Original and one (1) conformed copy of Affidavit of Membership and Contributions; and
- d. Check in the amount of \$337.50.

Please file these documents, issuing the acknowledgment letter to the address stated above. Please do not hesitate to call my office collect at (941) 262-2852 if you have any questions concerning the foregoing.

Very Truly Yours,



Michael G. Moore

Enclosures as stated

cc: Stephen Ulrich, Member

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

**ARTICLE I
NAME**

The name of the Limited Liability Company is **CAMBRIDGE CLUB OF GAINESVILLE**
L.C.

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GAINESVILLE, FLORIDA

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Stephen Ulrich, 850 Fifth Avenue South, Naples, Florida 34102.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be perpetual, unless otherwise stated in the Limited Liability Company Operating Agreement.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by managing members. The names and addresses of the initial managing members who shall serve as managers until the first annual meeting of members or until their successors are elected and qualify are as follows:

Stephen Ulrich
2A Bob-o-Link Court
Naples, Florida 34105

Leonard Werner
3637 Cottage Club Lane
Naples, Florida 34105

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted with the unanimous written consent of the existing members, unless otherwise provided in the Limited Liability Company Operating Agreement.

ARTICLE VI
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company may consent to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, within ninety days following the occurrence of such event.

Executed this 2 day of August, 1996.



Stephen Ulrich, Member

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

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 AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **CAMBRIDGE CLUB OF GAINESVILLE, L.C.**
2. The name and address of the registered agent and office is:

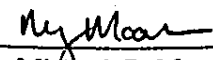
Michael G. Moore
Parrish & Moore, P.A.
2171 Pine Ridge Road, Ste. D
Naples, Florida 34109



Stephen Ulrich,
Member

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DIVISION OF CORPORATIONS
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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.



Michael G. Moore
Date: 8/02/96

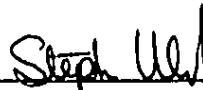
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of **CAMBRIDGE CLUB OF GAINESVILLE, L.C.** 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 \$1,000.
3. The agreed value of property other than cash contributed by members is \$0.
4. The total amount of cash or property anticipated to be contributed by members is \$4,300,000.00. This total includes amounts from 2 and 3 above.

FILED STATE
SEAL OF FLORIDA
DIVISION OF CONSUMER AFFAIRS
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GAINESVILLE

Executed this 2 day of August, 1996.



Stephen Ulrich, 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.)