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97 FEB 12 PM 3:53

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

800002090038--9

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****337.50 ****337.50

CORPORATION(S) NAME

The Northgate Group, L.C.

☐ Profit

☐ NonProfit

☒ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

2/12/97

308,1127,671
7/97-3523

Walk-In 2/13/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

Please back date
Thanks

February 12, 1997

C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: THE NORTHGATE GROUP, L.C.
Ref. Number: W97000003523

We have received your document for THE NORTHGATE GROUP, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 297A00007550

97 FEB 12 PM 2:09
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF
THE NORTHGATE GROUP, L.C.,
a Florida limited liability company**

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ARTICLE I

The name of the limited liability company is: The Northgate Group, L.C.

ARTICLE II

The duration of the limited liability company is perpetual.

ARTICLE III

The mailing address and the street address of the principal office of the limited liability company is 5125 Willow Leaf Drive, Sarasota, Florida 34241.

ARTICLE IV

The street address of the initial registered agent is: 5125 Willow Leaf Drive, Sarasota, Florida 34241.

The name of the initial registered agent is: London Ventures, L.C. a Florida limited liability company.

ARTICLE V

The membership of the company shall consist of Two Thousand (2000) Units and shall be divided into Class A members, Class B members and Class C members. Class A members shall in the aggregate hold Eight Hundred (800) Units. Class B members shall in the aggregate hold Seven Hundred (700) Units. Class C members shall in the aggregate hold up to Five Hundred (500) Units. There is initially one (1) Class A member and there are initially five (5) Class B members. The members do not have the right to admit or prevent the admission of additional members. The manager has the right to admit one or more members upon such terms and conditions as the manager deems appropriate in its sole discretion, provided only that the interest of each member in profits, losses and distributions shall be the same as the ratio of the number of Units held by each such member to the total number of Units outstanding; that the value of the capital invested for all units issued to Class C members shall be the same; and that no distributions shall be made to Class A and Class B members during 1997 unless all Class C members have received distributions equal to their capital contributions. The foregoing restrictions shall not be construed to limit payments to managers or members for services rendered to the company.

ARTICLE VI

Upon the occurrence of any event which terminates the continued membership of a member in the limited liability company, the remaining members shall continue the business of the company upon the consent of the members then representing the majority of the remaining Class A members, whose votes shall be weighted by Units held.

ARTICLE VII

The limited liability company is to be managed by a manager elected by the Class A members. The power to adopt, alter, amend or repeal all regulations of the limited liability company, both emergency and regular regulations, shall be vested exclusively in the manager. No Regulation shall be inconsistent with these Articles of Organization. The name and address of the initial manager who is to serve until a successor is designated is London Ventures, L.C., a Florida limited liability company, 5125 Willow Leaf Drive, Sarasota, Florida 34241. The manager may designate agents to act for the company.

ARTICLE VIII

These Articles of Organization may be amended by the consent of a majority of the Class A members, whose votes shall be weighted by Units held.

Signed this 11th day of February, 1997.

LONDON VENTURES, L.C., a
Florida limited liability company

By: Thomas N. Burnham

Thomas N. Burnham

Its: Manager

"Member"

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for the above-named limited liability company at a place designed in these Articles of Organization, the undersigned accepts such appointment as Registered Agent and states that the undersigned is familiar with, and accepts, the obligations of that position.

Dated this 11th day of February, 1997.

LONDON VENTURES, L.C., a
Florida limited liability company

By: Thomas N. Burnham

Thomas N. Burnham

Its: Manager

"Registered Agent"

Burnham/Northgate/Corp/Articles

AFFIDAVIT UNDER F.S. §608.407(2)
THE NORTHGATE GROUP, L.C.

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STATE OF MICHIGAN)
) ss
COUNTY OF WASHTENAW)

THOMAS N. BURNHAM, being first duly sworn, deposes and states as follows:

1. That he is the manager of London Ventures, L.C., a Florida limited liability company, which is a member of The Northgate Group, L.C., a Florida limited liability company.

2. That he has personal knowledge of the matters set forth herein and is authorized to execute this Affidavit.

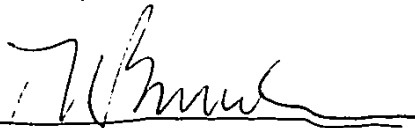
3. That this Affidavit is executed in connection with the filing of the Articles of Organization of The Northgate Group, L.C., a Florida limited liability company.

4. That The Northgate Group, L.C., a Florida limited liability company, has at least two members.

5. That the capital contributed and anticipated to be contributed by the members to the Company is as follows: See attached Exhibit A

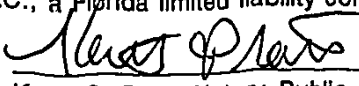
Class A	800 Units	Organizational/managerial activities, valued at \$8000.00
Class B	700 Units	Capital-raising activities; valued at \$7000.00
Class C	500 Units	\$1000.00 per Unit

Further affiant sayeth not.


Thomas N. Burnham

STATE OF MICHIGAN)
) ss
COUNTY OF WASHTENAW)

The foregoing instrument was acknowledged before me this 11th day of February, 1997 by Thomas N. Burnham, manager of London Ventures, L.C., a Florida limited liability company, a member of The Northgate Group, L.C., a Florida limited liability company.


Keith C. Pratt, Notary Public
Washtenaw County, Michigan
My Commission Expires: 12/16/99

Burnham/Northgate1/corp/Affiv

AFFIDAVIT UNDER F.S. §608.407(2)
THE NORTHGATE GROUP, L.C.

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EXHIBIT A

Actual amount of cash contributions: None

Agreed value of any property other than cash contributed: None

Total amount of cash or property anticipated to be contributed by the members:
\$515,000.00

Burnham/Northgate/corp/AffivEX