L97000000557

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 399593 7112920

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : May 21, 1997

ORDER TIME : 9:25 AM

ORDER NO. : 399593-005

700002188537--4
-05/22/97--01100--020
****337.00 ****337.00

CUSTOMER NO: 7112920

CUSTOMER: Stephne L. Watts, Legal Asst
WOODWARD PIRES & LOMBARDO, P A

Suite 640
801 Laurel Oak Drive
Naples, FL 34108

DOMESTIC FILING

NAME: HANSEN LAND COMPANY, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

1997

ARTICLES OF ORGANIZATION

OF

HANSEN LAND COMPANY, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Hansen Land Company, L.C., and its principal office shall be located at 801 Laurel Oak Drive, Suite 640, in the City of Naples, County of Collier, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign

state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the information, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

J. Christopher Lombardo	Sandy Thalheimer	John R. Hurst
122 Carica Road	2269 Queens Way	3475 14th St. N.

Naples, Florida 34108	Naples, FL 34108	Napes, FL 34105
Hrvoje Joseph Hrestak 43 San Remo Circle Naples, FL 34112	Mark L. Hudson 4920 Cortez Cir. Naples, FL 34112	Thomas Baily 2156 42nd St. SW Naples, FL 34109

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission tot he limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Each member (listed in Article IV herein) shall contribute $2,500.00 to the limited liability company as an initial capital contribution. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members as often as a majority of the members deem advisable, but in no event less than once per calendar year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and profits of the business, or, if these sources are insufficient to cover such losses, by the member in proportion to their capital contributions.

ARTICLE VIII

DURATION

The limited liability company shall exist until December 31, 2017, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 801 Laurel Oak Drive, Suite 640, Naples, FL 34108, City of Naples, County of Collier, State of Florida, 34108 and the name of the company's initial registered agent at that address is J. Christopher Lombardo.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Hansen Land Company, L.C.

Executed by the undersigned at Naples, Florida on May 6, 1997.

J. Christopher Lombardo

Sandy Thalheimer

Hrvoje Joseph Hrestak

John R. Hurst

Mark L. Hudson

Thomas Baily

STATEMENT OF DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF COLLIER

Pursuant to the provision of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Hansen Land Company, L.C.

The name of the registered agent for Hansen Land Company, L.C. is J. Christopher Lombardo, and the street address of the company's principal office where the agent is located is 801 Laurel Oak Drive, Suite 640, Naples, FL 34108.

This statement is to acknowledge that, as indicated above, Hansen Land Company, L.C. has appointed me, J. Christopher Lombardo, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated May 13th, 1997.

J. Christopher Lombardo,
Registered Agent

The foregoing instrument was acknowledge before me this 13th day of May, 1997, by J. Christopher Lombardo, member, on behalf of Hansen Land Company, L.C. He is personally known to me or has produced personally known as identification.

Cynthia R. Avinon
Notary Public Signature

Cynthia R. Avinon
Notary Public Printed Signature

Notary Rubber Stamp Seal

CYNTHIA R. AVINON
MY COMMISSION # CC407318 EXPIRES
September 14, 1998
BONDED THRU TROY FAIN INSURANCE, INC

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF COLLIER

In compliance with FS 608.407(2), the undersigned member or authorized representative of a member of Hansen Land Company, L.C., deposes and says:

1. The limited liability company identified above has at least two members.

2. The total amount of cash contributed by the members is $15,000.00.

3. If any, the agreed value of property other than cash contributed by the members is $0.

4. The total amount of cash or property anticipated to be contributed by the members is $ 15,000.00 . This total includes the amounts from 2 and 3 above.

J. Christopher Lombardo

The foregoing instrument was acknowledge before me this 13th day of May, 1997, by J. Christopher Lombardo, member, on behalf of Hansen Land Company, L.C. He is personally known to me or has produced personally known as identification.

Cynthia R. Avinon
Notary Public Signature

CYNTHIA R. AVINON
Notary Public Printed Signature

CYNTHIA R. AVINON
MY COMMISSION # CC407316 EXPIRES
September 14, 1998
BONDED THRU TROY FAIN INSURANCE, INC

Notary Rubber Stamp Seal