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JOHN C. DOTTERRER, P.A.
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July 18, 1997

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

800002242798--5
-07/21/97-01088--001
****285.00 ****285.00

Re: New Filing for West Traverse Bay Properties, L.C.

Dear Sir or Madam:

We enclose the following:

1. Original of the Articles of Organization of West Traverse Bay Properties, L.C., a newly formed limited liability company.
2. Our check in the amount of \$285.00.

Please activate this company immediately and return to us an acknowledgement of same.

Thank you for your attention to these matters.

Very truly yours,


John C. Dotterer

JCD:djb
Enclosures
cc: Robert M. Dotterer, M.D.
Jean Kozachik, M.D.

FILED
97 JUL 21 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nu 7/22/97

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ARTICLES OF ORGANIZATION
OF
WEST TRAVERSE BAY PROPERTIES, L.C. 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 makes and files the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company is West Traverse Bay Properties, L.C. (the "Company").

ARTICLE II
DURATION

The period of the Company's duration shall commence on the date that these Articles of Organization are filed with the Florida Department of State and shall be perpetual.

ARTICLE III
MAILING AND STREET ADDRESSES

The mailing address and the street address of the principal office of the Company is c/o Robert Dotterrer, 1100 Sixth Street, Traverse City, Michigan 49864.

ARTICLE IV
NAME AND ADDRESS OF
INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are John C. Dotterrer, Esq., c/o Winthrop, Stimson, Putnam & Roberts, 125 Worth Avenue, Palm Beach, Florida 33480. A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

ARTICLE V
ADMISSION OF NEW MEMBERS

Members of the Company shall have the right to admit additional members to the Company only with the unanimous written consent of all the members of the Company and only upon such terms and conditions as shall be determined by all of the members.

ARTICLE VI
CONTINUATION OF EXISTENCE

The Company shall continue upon the death, retirement, resignation, bankruptcy or dissolution of a member and the remaining member may continue the business of the company.

ARTICLE VII
MANAGEMENT

The Company shall be managed by the members of the Company.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 18 day of July, 1997.

By: 

John E. Dotterer
appointed agent for
Robert M. Dotterer,
a member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned appointed agent for a member, John C. Dotterrer, hereby declares, deposes and says that:

1. He has this day executed the Articles of Organization of West Traverse Bay Properties, L.C., a Florida limited liability company (hereinafter called the "Company").
2. The Company has at least two members.
3. The amount of cash contributed by the members of the Company as of the date of this Affidavit is \$10,000.
4. There has been no property, other than cash contributed by the members of the Company as of the date of this Affidavit.
5. The total amount anticipated to be contributed by the members of the Company (inclusive of the amount described in paragraph 3. hereof) is \$110,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

Signed and delivered this 18 day of July, 1997.

By: 

John C. Dotterrer, appointed
agent for Robert M. Dotterrer,
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.)

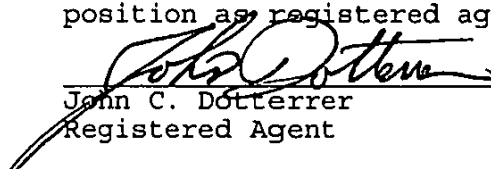
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida statutes, the undersigned 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 West Traverse Bay Properties, L.C.
2. The name and address of the registered agent and office is John C. Dotterrer, Esq., c/o Winthrop, Stimson, Putnam & Roberts, 125 Worth Avenue, Palm Beach, Florida 33480.

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.



John C. Dotterrer
Registered Agent

7/18/97

(Date)

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SEC. OF STATE
TALLAHASSEE, FLORIDA