

CAPITAL CONNECTION, INC.

417 E. Virginia Street Suite 100 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-22-8062 • Fax (850) 222-1722

L970000000991

FMB Properties LLC

7/12 9/10/97

STATE TAX FILING 250.00
AGENT FEE 75.00
COPY 52.50
TOTAL 377.50
N. BANK
BALANCE DUE
PENDING

BK 9/10/97

Signature

Requested by:

C-88 9/10 952

Name

Date

Time

Walk-In

Will Pick Up

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -9 PM 4:46

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 10 AM 10:55

✓ Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

500002291885-3

-09/12/97-01090-003

***337.50 ***337.50

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97 SEP 10 AM 10:26
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
FMB PROPERTIES LLC

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

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STATE

1. Name. The name of this limited liability company is FMB PROPERTIES LLC (the "Company").

2. Mailing Address and Street Address. The mailing address and the street address of the Company is as follows:

3461 Bonita Bay Boulevard, S.W., Suite 105
Bonita Springs, Florida 34134

3. Duration. The period of duration of the Company shall be from the date of filing these Articles with the Department of State until the earlier of December 31, 2040 or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

4. Registered Agent and Office. The name of the initial registered agent of the Company is R. Leigh Duemler. The street address of the initial registered agent of the Company is as follows:

3461 Bonita Bay Boulevard, S.W., Suite 105
Bonita Springs, Florida 34134

5. Additional Members. Additional Members may be admitted to the Company, but only if all the current members agree to the admission of the additional members and to the terms of admission.

6. Continuation of Business. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

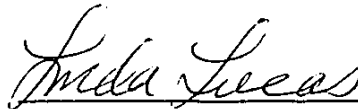
7. Management of the Company. The Company will be managed by a manager. The person who will serve as manager until the first annual meeting of members or until his successor is elected and qualifies is R. Leigh Duemler, whose address is

3461 Bonita Bay Boulevard, S.W., Suite 105
Bonita Springs, FL 34134.

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing of the Articles of Organization by the Florida Department of State.

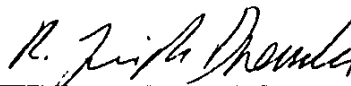
The undersigned executed these Articles of Organization effective as of September 9, 1997.



Linda Lucas, Member

ACCEPTANCE OF APPOINTMENT

Having been named as registered agent and to accept service of process for FMB Properties LLC at the place designated in the foregoing Articles of Organization of said limited liability company, R. Leigh Duemler hereby accepts the appointment as registered agent and agrees to act in that capacity. R. Leigh Duemler agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.



R. Leigh Duemler

Date: September 9, 1997

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
FMB PROPERTIES LLC

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DIVISION OF CORPORATIONS
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The undersigned member of FMB Properties LLC, a Florida limited liability company, deposes and says:

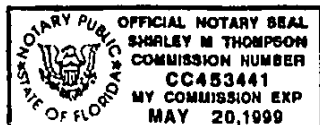
1. the above-named limited liability company has at least two members;
2. the total amount of cash contributed by the members is \$1,000; and
3. the total amount of cash or property anticipated to be contributed by the members is \$775,000. This total includes the amount from 2 above.

Linda S. Lucas
Linda S. Lucas, Member

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 9th day of September, 1997 by Linda S. Lucas, who is personally known to me.

My commission expires:



Shirley M. Thompson
Notary Public

Shirley M. Thompson

(Type or Print Name of Notary)

Commission No. CC453441