

L97000001409



ACCOUNT NO. : 072100000032
 REFERENCE : 637063 82724A
 AUTHORIZATION :
 COST LIMIT : \$ 285.00

ORDER DATE : December 16, 1997
 ORDER TIME : 11:36 AM
 ORDER NO. : 637063-005
 CUSTOMER NO: 82724A

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 -12/16/97-01077-015
 ****285.00

CUSTOMER: Ms. Kristin M. Conroy
 MORRISON & CONROY

3838 Tamiami Trail North
 Suite 402
 Naples, FL 34103-3507

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: GMG DEVELOPMENT COMPANY, L.C.

EFFECTIVE DATE:

CF ~~CF~~ \$285

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- CERTIFICATE OF LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER

L97-1409

Name Availability	R 12/16
Document	[Signature]
Examiner	[Signature]
Secretary	[Signature]
Acknowledgment	[Signature]
W. P. Verifier	[Signature]

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 DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION
OF
GMG DEVELOPMENT COMPANY, L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

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**ARTICLE I
NAME**

The name of this limited liability company is GMG DEVELOPMENT COMPANY, L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The registered office of the Company is 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103. The principle address and mailing address is the same as listed in article VI.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is Genevieve M. Galliford, a natural person at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing member is an agent of the Company

or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. The name and address of the managing members is:

Genevieve M. Galliford
Club Brittany #2101
4021 Gulf Shore Blvd. North
Naples, Florida 34103

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ARTICLE VII CONTRIBUTIONS

The members in the aggregate have contributed to the Company One Thousand Dollars (\$1,000.00) in cash.

ARTICLE VIII ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Company's operating agreement.

ARTICLE IX DISSOLUTION

Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least two (2) remaining members. If a dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

**ARTICLE X
DISTRIBUTIONS**

Section 10.01 Interim Distributions

The Company may make interim distributions of property to its members as agreed by all of the members.

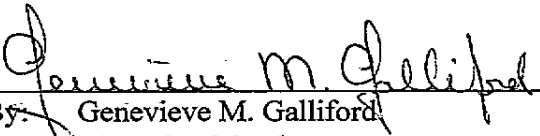
Section 10.02 Winding-Up Distributions

The Company may make winding-up distributions of property to its members as agreed by all of the members.

**ARTICLE XI
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 15th day of December, 1997.


By: Genevieve M. Galliford
Its: Managing Member

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**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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: GMG Development Company, LC

2. The name and address of the registered agent and office is:

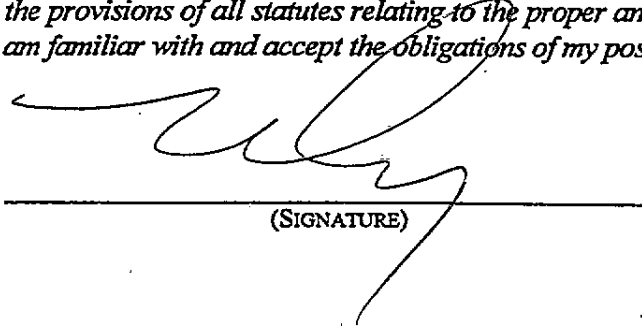
J. Thomas Conroy, III - MORRISON & CONROY, P.A.
(NAME)

3838 Tamiami Trail North, #402
(P. O. Box NOT ACCEPTABLE)

Naples, FL 34103
(CITY/STATE/ZIP)

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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.



(SIGNATURE)

12/15/97

(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of GMG
Development Company, LC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$.
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0.00 .
- 5) the total amounts of 2, 3 and 4 is \$ 1,000.00 .

Jessie M. DeLoach
Signature of a member or authorized representative of 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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