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TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 26 AM 8:58

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: DAVENE DEVELOPMENT L.C.
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy.

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-12/26/97--01094--001
****293.75 ****293.75

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50. Please send one check for the total amount made payable to the Florida Department of State.

FROM: NANCY MICHAELS
Name (Printed or typed)

26300 SOUTHERN PINES DRIVE
Address

BONITA SPRINGS, FLORIDA 34135
City, State & Zip

(412)443-5925
Daytime Telephone number

Name Availability	<i>KWM</i>
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgement	KWM
W. P. Verifier	KWM

12-26

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name:

The name of the Limited Liability Company is:

DAVENE DEVELOPMENT, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

26300 SOUTHERN PINES DRIVE
BONITA SPRINGS, FLORIDA 34135

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

50 YEARS

ARTICLE IV - Management:

(check and complete the appropriate statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

NANCY T. MICHAELS 26300 SOUTHERN PINES DRIVE
BONITA SPRINGS, FLORIDA 34135

ANTHONY TESONE 5374 WILLIAM FLYNN HIGHWAY
GIBSONIA, PENNSYLVANIA 15044

JOSEPH TESONE 5374 WILLIAM FLYNN HIGHWAY
GIBSONIA, PENNSYLVANIA 15044

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

1. NO ADDITIONAL MEMBERS WITHOUT THE AFFIRMATIVE VOTE OF AT LEAST 67% OF THE TOTAL VOTES.
2. ADDITIONAL MEMBERS SHALL HAVE NO VOTING RIGHTS.

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ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

RIGHT TO CONTINUE IS PERMITTED BASED ON REQUIRED VOTE OF MANAGERS.

NOTE: If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of _____
DAVENE DEVELOPMENT, 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 \$ 500
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ NONE.
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 \$ 249,500
- 5) the total amounts of 2, 3 and 4 is \$ 250,000

Nancy Rose Michaels
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.)

**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: DAVENE
DEVELOPMENT L.C.

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

NANCY MICHAELS
(NAME)
26300 SOUTHERN PINES DRIVE
(P. O. Box NOT ACCEPTABLE)
BONITA SPRINGS, FLORIDA 34135
(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.

Nancy Renee Michaels
(SIGNATURE)

12/12/97
(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent