

L98000000074

JAN-22-88 11:24 From:

T-687 P.01/08 Job-347

*
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MORRIS & ARTHUR
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DATE: January 20, 1998

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| NO. PAGES: | 8 |
| CLIENT/MATTER #: | Gomez (RCG) |

MESSAGE:

To follow are the Articles of Organization of Chimere Acquisition Corporation of Naples, LLC,
Fax Audit # H98000001261, for filing

Thank you.

| | |
|-------------------|--|
| Name | |
| Availability | |
| Document Examiner | DCG |
| Updater | FROM: S. Dresden Brunner, Esq. |
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JAN-22-98 11:24 From:

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 21, 1998

ROBERT C. GEBHARDT, ESQ.
PORTER WRIGHT MORRIS & ARTHUR
4501 TAMiami TRAIL NORTH, SUITE 400
NAPLES, FL 34103

SUBJECT: CHIMERE ACQUISITION CORPORATION OF NAPLES, LLC
REF: W98000001393

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H98000001261
Letter Number: 798A00003209

FAX AUDIT # H98000001261

**ARTICLES OF ORGANIZATION
OF
CHIMERE ACQUISITION CORPORATION OF NAPLES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Chimere Acquisition Corporation of Naples, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Robert C. Gebhardt, 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

Prepared By:
Robert C. Gebhardt, Esq.
Florida Bar No.: 343749
Porter, Wright, Morris & Arthur
4501 Tamiami Trail North, Suite 400
Naples, Florida 34103
941-262-8898

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ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the written consent of a majority of all the Managers of the company and the General Manager, which votes shall be allocated in accordance with their membership interest, and on such terms and conditions as shall be determined by the Managers. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless a majority of all the Managers and the General Manager, which votes shall be allocated in accordance with their membership interest, approve.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or Manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

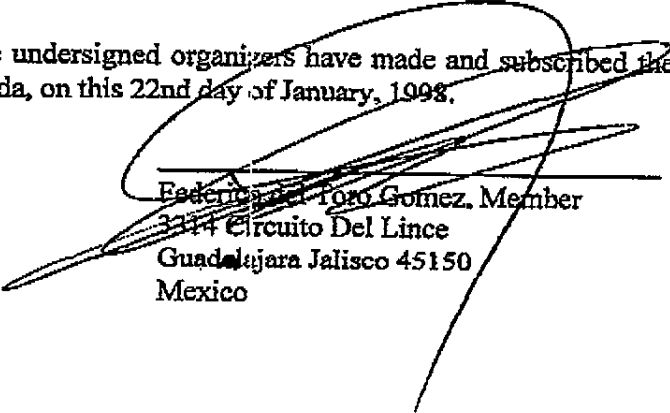
ARTICLE IX -- MANAGEMENT

The company shall be managed by the General Manager who shall be the Chief Executive Officer in accordance with regulations adopted by the General Manager and the Managers for the management of the business and affairs of the company. These regulations shall be adopted by a majority of all the Managers and the General Manager, which votes shall be allocated in accordance with their membership interest. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the General Manager and the Managers of the company is set forth on Exhibit A.

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Naples, Florida, on this 22nd day of January, 1998.


Federico del Toro Gomez, Member
3314 Circuito Del Lince
Guadalajara Jalisco 45150
Mexico


STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledge before me this 22nd day of January, 1998, by Federico del Toro Gomez, who is personally known to me _____ or who has produced Drivers Lic. as evidence of identification.

(NOTARY SEAL HERE)



ERIKA THOMAS
My Commission CC530991
Expires Mar. 13, 2000


NOTARY PUBLIC
Erika Thomas
(Printed Name of Notary)
My Commission Expires: _____
My Commission Number: _____

FAX AUDIT # H98000001261

FAX AUDIT # H98000001261**Exhibit A**

| GENERAL MANAGER | <u>Capital</u> <u>Contribution</u> | <u>Membership</u> <u>Interest</u> |
|--|---|--|
| FEDERICO DEL TORO GOMEZ 3314 Circuito Del Lince Guadalajara Jalisco 45150 Mexico | \$500.00 | 50% |
| MANAGERS: | | |
| MICHAEL JAMES MORTON, SR. 18301 Shearwater Lane Cornelius, NC 28031 USA | \$166.67 | 16.67% |
| JAMES MICHAEL SMITH 18900 Halyard Point Lane Cornelius, NC 28031 USA | \$166.67 | 16.67% |
| MICHAEL LEHMAN BURRIS 8331 E. Hillsdale Drive Orange, CA USA | \$166.67 | 16.67% |

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of CHIMERE ACQUISITION CORPORATION OF NAPLES, LLC, 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 \$1000.01.
3. If any, the agreed value of property other than cash contributed by member(s) is \$ NONE.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$150,000.00.
This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: January 22, 1998


Name: Federico del Toro Gomez

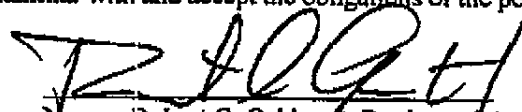
STATE OF FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of CHIMERE ACQUISITION CORPORATION OF NAPLES, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



Name: Robert C. Gebhardt, Registered Agent
4501 Tamiami Trail North, Suite 400
Naples, FL 34103

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