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FLORIDA DIVISION OF CORPORATIONS

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FROM: PORTER, WRIGHT, MORRIS & ARTHUR  
533

ACCT#: 102233003

CONTACT: LISA GAST JOHNNA HAMPSON  
PHONE: (941) 263-8898

FAX #: (941) 436-2

990

PARTNERS,

NAME: GRYPHON HOLDINGS, LLC

AUDIT NUMBER.....H98000001466

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 5

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 23, 1998

S. DRESDEN BRUNNER, ESQ  
PORTER WRIGHT MORRIS & ARTHUR  
4501 TAMiami TRAIL N., SUITE 400  
NAPLES, FL 34103

SUBJECT: GRYPHON HOLDINGS, LLC  
REF: W98000001655

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.

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

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. #: H98000001486  
Letter Number: 798A00003953

**FAX AUDIT NO.: H98000001486**

**ARTICLES OF ORGANIZATION  
OF  
GRYPHON PARTNERS, LLC**

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

**ARTICLE I -- NAME**

The name of the limited liability company shall be Gryphon Partners, 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 34103-3013.

**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 S. Dresden Brunner, Esq., 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103-3013.

**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."

**ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

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

**PREPARED BY:**  
**S. Dresden Brunner, Esq.**  
**Fla. Bar No.: 0121886**  
**Porter, Wright, Morris & Arthur**  
**4501 Tamiami Trail N., Suite 400**  
**Naples, FL 34103**

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#### ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. 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 all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### 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 a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. 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 initial manager of the company is Daniel P. Mossop, 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103-3013.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Naples, Florida, on this 23rd day of January, 1998.

S. Dresden Brunner  
S. Dresden Brunner, Esq.  
Authorized Representative

STATE OF FLORIDA  
COUNTY OF COLLIER

Sworn to and subscribed before me this 23rd day of January, 1998, by S. Dresden Brunner, Esq.,  
Authorized Representative.

Elizabeth Mortland  
Notary Public -- State of Florida

Print, Type, or Stamp  
Commissioned Name of Notary Public

OFFICIAL NOTARY SEAL  
ELIZABETH S. MORTLAND  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC492038  
MY COMMISSION EXP. OCT. 10, 1999

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Exhibit A  
to  
Articles of Organization  
of  
Gryphon Partners, LLC

Member	Capital Contribution
Daniel P. Mossop	\$ <u>30,000.00</u>
Thomas S. Liggett	\$ <u>300.00</u>

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a member of Gryphon Partners, 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 members is \$30,300.
3. The total amount of cash or property anticipated to be contributed by members is \$30,300.

THE AFFIANT SAYS NOTHING FURTHER

Dated: January 23, 1998

*S. Dresden Brunner*  
S. Dresden Brunner, Esq.

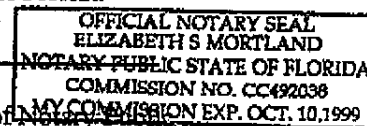
STATE OF FLORIDA  
COUNTY OF COLLIER

Sworn to (or affirmed) and subscribed before me this 23:d day of January, 1998, by S. Dresden Brunner, Esq.

*Elizabeth S. Mortland*  
Notary Public - State of Florida

Print, Type or Stamp

Commissioned Name of Notary



(SEAL)

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the articles of organization of Gryphon Partners, 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.

Dated: January 23, 1998



S. Dresden Brunner, Esq.  
Registered Agent

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