

L98000000728



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 836679 8631A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 29, 1998

ORDER TIME : 12:04 PM

ORDER NO. : 836679-005

CUSTOMER NO: 8631A

CUSTOMER: Ms. Leslie Browning
TREISER KOBZA & VOLPE

Suite 330
4001 Tamiami Trail, North
Naples, FL 33940

DOMESTIC FILING

NAME: THE PINES OF NAPLES, LLC.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED LIABILITY COMPANY.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN -14 PM 1:45

800002541038--4
-05/29/98--01057--023
***337.50 ***337.50

RECEIVED
98 MAY 29 PM 1:15
DIVISION OF CORPORATION
1376/4/92



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 3, 1998

ANDREW CUMPER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: THE PINES OF NAPLES, LLC
Ref. Number: W98000012339

We have received your document for THE PINES OF NAPLES, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we are STILL RETAINING your \$337.50 payment.

We are sorry to have to return the filing a second time, but the AFFIDAVIT document does not quite meet our requirements.

The AFFIDAVIT states the amount of cash that has been contributed, and the amount of cash anticipated to be contributed by the members. But the affidavit must also state the VALUE of any non-cash property that has been contributed.

If it is the case that this value is ZERO, you could simply add the sentence -- NO NON-CASH PROPERTY HAS BEEN OR WILL 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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 998A00031424

RESUBMIT

Please give original
submission date as file date.

FILED
SECRETARY OF CORPORATIONS
98 JUN -4 PM 1:45

RECEIVED
98 JUN -4 AM 11:26
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1998

ANDREW CUMPER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: THE PINES OF NAPLES, LLC
Ref. Number: W98000012339

FILED STATE
SECRETARY OF CORPORATIONS
98 JUN -4 PM 1:50
98 JUN -3 AM 11:20

We have received your document for THE PINES OF NAPLES, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

In addition to the ARTICLES OF ORGANIZATION, you must submit an AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS. You may use the attached form.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 898A00030389

RESUBMIT

Please give original
submission date as file date.

ARTICLES OF ORGANIZATION
OF
THE PINES OF NAPLES, LLC

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN -4 PM 1:45

THE UNDERSIGNED hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

Name

The name of the limited liability company (the "Company") shall be THE PINES OF NAPLES, LLC.

ARTICLE II

Address

The mailing and street address of the Company's principal office is:

THE PINES OF NAPLES, LLC
2043 Trade Center Way
Naples, Florida 34109

ARTICLE III

Purposes

The general nature of the business or businesses to be transacted and which the Company is authorized to transact shall be as follows:

A. To engage in any activity or business authorized under the Florida Statutes.

B. In general, to carry on any and all incidental business; to have and exercise all the power conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

ARTICLE IV

Duration

The duration for the Company is perpetual.

ARTICLE V

Registered Agent and Office

The name of the Company's initial registered agent in Florida is Stanley J. Lieberfarb and the address of the Company's registered agent in Florida is 4001 Tamiami Trail North, Suite 330, Naples, Florida 34103.

ARTICLE VI

Management

The Company is to be managed by the members. Each managing member is identified as follows:

Mr. John F. Soave
194 Mahogany Drive
Naples Florida 34108

Mr. Stanley J. Lieberfarb
4001 North Tamiami Trail, Suite 330
Naples Florida 34103

ARTICLE VII

Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of the contribution by new members at the time the new members are admitted.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -4 PM 1:45

ARTICLE VIII

Continuation of Business Operations

The Company may continue its business operations upon 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 only upon the unanimous approval of the remaining members.

ARTICLE IX

Transferability of Member's Interest

A member's interest in the Company shall not be transferred unless the transfer is approved by the members in accordance with the Company's regulations.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 28th day of May, 1998.

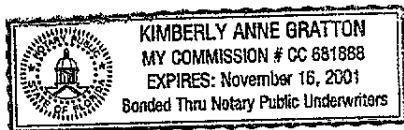

John F. Soave


Stanley J. Lieberfarb

STATE OF FLORIDA)
COUNTY OF COLLIER)

Before me, the undersigned authority, on this day personally appeared **JOHN F. SOAVE**, who executed the foregoing instrument in his personal capacity and who is personally known to me or who has produced _____ as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 28th day of May, 1998.




Notary Public

Kimberly Anne Gratton
Printed Name of Notary

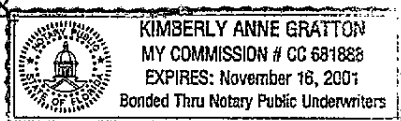
My Commission Expires: _____

My Commission No. is: _____

STATE OF FLORIDA)
COUNTY OF COLLIER)

Before me, the undersigned authority, on this day personally appeared **STANLEY J. LIEBERFARB**, who executed the foregoing instrument in his personal capacity and who is personally known to me or who has produced _____ as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 28th day of May, 1998.



Kimberly Anne Gratton

Notary Public

Kimberly Anne Gratton

Printed Name of Notary

My Commission Expires: _____

My Commission No. is: _____

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company, at the place designated in Article VI of these Articles of Organization, the undersigned party hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 28 day of May, 1998.

Stanley Lieberfarb
Stanley J. Lieberfarb

Prepared By & Return To:

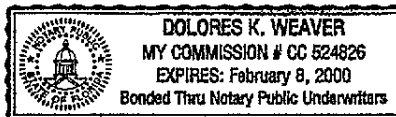
STANLEY J. LIEBERFARB, ESQ
Treiser, Kobza & Volpe, Chtd.
The Northern Trust Bank Building
4001 North Tamiami Trail, Suite 330
Naples, Florida 34103
(941) 649-4900

to me and has read and executed the foregoing instrument, and who **did/did not** take an oath.

28th WITNESS my hand and official seal in the County and State last aforesaid on this day of May, 1998.

Dolores K. Weaver
Notary Public
State of Florida At Large

Dolores K. Weaver
Notary Public - Printed/Typed
My Commission Number: _____
My Commission Expires: _____



FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN -4 PM 1:45

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -4 PM 1:45

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
of
THE PINES OF NAPLES, LLC

STATE OF FLORIDA)
COUNTY OF COLLIER)

BEFORE ME, the undersigned authority, personally appeared **STANLEY J. LIEBERFARB**, who after being duly sworn, deposes and states as follows:

1. I am a duly appointed and acting Managing Member of **THE PINES OF NAPLES, LLC**, a Limited Liability Company, and I have firsthand knowledge of and am competent to testify to the facts contained in this Affidavit.

2. The company currently has three Members:

John F. Soave	194 Mahogany Dr. Naples FL. 34108
Stanley J. Lieberfarb	270 Third Avenue N, Naples, FL 34102
Richard L. Armalavage	1845 Trade Center Way Naples, FL. 34109

3. The amount of capital contributions to the company made by the Members is, in the aggregate, Five Thousand and 00/100 Dollars (\$ 5,000.00).

4. At this time, it is not anticipated that additional capital contributions will be made by the Members. No non-cash property has been or will be contributed by the members

DATED this 28 day of May, 1998.

THE PINES OF NAPLES, LLC

By: 

STANLEY J. LIEBERFARB

NOTORIZATION

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **STANLEY J. LIEBERFARB**, who is personally known