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CSC		
700	THE UNITED CORPORATIO	STATES
	COMPANY	

ACCOUNT NO.: 07210000032

REFERENCE :

862874

AUTHORIZATION :

COST LIMIT :

June 19, 1998 ORDER DATE :

ORDER TIME : 11:41 AM

ORDER NO.

862874-005

CUSTOMER NO:

3487A

CUSTOMER:

Ms. Donna Brewer

ICARD MERRILL CULLIS TIMM

FUREN & GINSBURG, PA

2033 Main Street, Suite 101

P. O. Drawer 4195 Sarasota, FL 34237

DOMESTIC FILING

NAME:

SILVER OAK DEVELOPMENT, L.C.

EFFECTIVE DATE:

_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX -2- CERTIFIED COPY (TWO)

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE

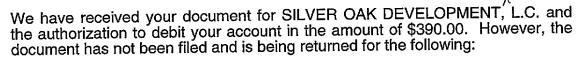
Sandra B. Mortham Secretary of State

June 19, 1998

STACY EARNEST CSC NETWORKS TALLAHASSEE, FL

SUBJECT: SILVER OAK DEVELOPMENT, L.C.

Ref. Number: W98000014151



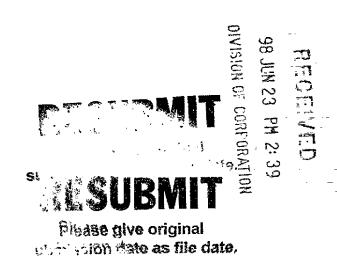
Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all apprpriate places. One or more words must be added to make the name distringuishable 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) 487-6914.

Buck Kohr Corporate Specialist

Letter Number: 498A00034075



OWISION DE CONTRACTIONS

ARTICLES OF ORGANIZATION OF SILVER OAK DEVELOPMENT OF SARASOTA, L.C.

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 SILVER OAK DEVELOPMENT OF SARASOTA, ("Company").

ARTICLE II PURPOSE AND POWER

L.C.

The purpose for which the Company is organized is to own, operate and manage property, real, personal and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of, the managers of the Company.

ARTICLE III ADDRESS

The mailing address and street address of the principal office of the Company shall be 7093 S. Tamiami Trail, Sarasota, Florida 34231.

ARTICLE IV

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 terminate no later than December 31, 2025, unless the Company is earlier dissolved as provided in these Articles of Organization or in the Company's Operating Regulations.

ARTICLE V INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is Paul D. Beitlich, Esq., Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Sarasota, Florida 34237.

ARTICLE VI RESTRICTIONS ON MEMBERSHIP

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, including the contribution to capital, as shall be determined by all the members as of the time of such admission. A member may transfer a member's interest in the Company with the consent of members owning a majority of the membership units as set forth in the Operating 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 an interest, approve the proposed transfer by unanimous written consent in accordance with the Company's Operating Regulations.

ARTICLE VII TERMINATION OF EXISTENCE AND MEMBERS' RIGHTS TO CONTINUE BUSINESS

The Company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, 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.

ARTICLE VIII MANAGEMENT

The Company shall be managed by a manager in accordance with the Company's Operating Regulations adopted by the manager for the management of the business and affairs of the Company. These Operating Regulations may contain any provision 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(s) of the Company is:

NAME

ADDRESS

BAMBOO DEVELOPMENT, INC.

7093 S. Tamiami Trail Sarasota, Florida 34231

F61381

ARTICLE IX VOTING

On each matter on which the membership interest is entitled to vote, a member will have one (1) vote for each membership unit and a fraction of one (1) vote for any fraction of one (1) membership unit owned by a member. A membership unit shall be issued by the Company for each One Dollar (\$1.00) of gross asset value contributed to the Company reduced by any liabilities assumed by the Company or secured by such assets contributed to the Company as determined by the managers. The managers may issue units of different classes and provide that the holders of any class be entitled to elect persons to serve as managers to represent such class.

Cumulative voting is not allowed. Pre-emptive rights do not exist.

ARTICLE X AMENDMENT

The Articles of Organization may be amended from time to time by unanimous vote of the members of the Company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed the Articles of Organization at Sarasota, Florida on this // day of June, 1998.

BAMBOO DEVELOPMENT, INC.

GARY ROBERTS, President

Organizer

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SILVER OAK DEVELOPMENT OF SARASOTA, L.C., deposes and says:

- 1. The above named limited liability company has at least one (1) member.
- 2. The total amount of cash contributed by the member(s) is \$ 1,381,780.70.
- 3. If any, the agreed value of property other than cash contributed by member(s) is \$ O . A description of the property is attached and made a part hereto.
- 4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 1,381,780.70. This total includes the amounts from items 2 and 3 above.

In accordance with Section 608.408(3), F.S., the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

	·
	BAMBOO DEVELOPMENT, INC.
	By: ARC
i	GARY ROBERTS, President
	Affiant Dated: Vune 11, 1998
STATE OF FLORIDA	f '
COUNTY OF SARASOTA	· -
Sworn to (or affirmed) before me t	his // to day of June 1998, by
Gary Roberts.	
LEIGH M. ALLEY MY COMMISSION # CC 714254 EXPIRES: March 15, 2002	Notary Public - State of Florida
1-900-3-NOTARY Fig. Notary Service & Bonding Co.	LEIGH M. ALLEY.
1	Print, Type or Stamp
*. 1	Commissioned Name of Notary Public
Personally Known OR P	roduced Identification
Type of Identification Produced	
Type of Identification Frondoca	
(c ⁱ F A I)	

CNOFFICE/WPWIN/WPDOCS/CLIENTS/SILVEROA/MEMB.AFF

CERTIFICATE OF DESIGNATION OF PAUL D. BEITLICH REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY DESCRIBED BELOW 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: <u>SILVER OAK DEVELOPMENT, OF SARASOTA</u>.

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

PAUL D. BEITLICH (Name)

2033 Main Street, Suite 101 (P.O. Box not acceptable)

Sarasota, Florida 34237 (City/State/Zip)

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 as registered agent.