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August 17, 1998

TO: Buck Kohr, Corporate Specialist  
Division of Corporations

FROM: Linda A. Lawson

*Linda A. Lawson*

DATE: August 17, 1998

RE: NDC ASSOCIATES II, L.C.  
NDC ASSOCIATES III, L.C.

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 AUG 18 PM 1:26

Enclosed please find Amended and Restated Articles, duplicate for certification, check for \$227.50 (filing fee, certified copy and certificate of status) and a return UPS label. I am trying to have a closing on Wednesday, August 19, 1998, so I would appreciate your sending the certificate and certified copies overnight Tuesday. Thanks for your cooperation.

CF - 52.50  
CERT 61.25

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 14, 1998

CASSANDRA BRYANT  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: NDC ASSOCIATES III, L.C.  
Ref. Number: L98000001089

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 18 PM 1:26

We have received your document for NDC ASSOCIATES III, L.C. and the authorization to debit your account in the amount of \$346.25. However, the document has not been filed and is being returned for the following:

The fee to file the AMENDED AND RESTATED ARTICLES is \$52.50. With a CERTIFIED COPY and a CUS, the TOTAL would come to \$113.75. Please write or call to tell us we can change the amount on your coversheet.

NEXT, you MUST CHANGE THE TITLE of this document. It can either be an AMENDMENT or a AMENDED AND RESTATED ARTICLES OF ORGANIZATION. But it can't be both for this company.

If it is intended to be an AMENDED AND RESTATED ARTICLES, then you will have to add some additional information. You'll have to tell us the DATE THE ORIGINAL ARTICLES WERE FILED. And you'll have to mention that the ARTICLES have been EXECUTED IN ACCORDANCE WITH CHAPTER 608.411, F.S.

Do NOT in any case return the AMENDED AND RESTATED AFFIDAVIT document. This cannot be filed.

The only thing that you can file dealing with contributions is a SUPPLEMENTAL AFFIDAVIT. We currently show a TOTAL ANTICIPATED CONTRIBUTION AMOUNT of \$450,000.00 for this company. If the actual contribution amount has exceeded this, then you MUST file a SUPPLEMENTAL AFFIDAVIT. But otherwise, do nothing.

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: 098A00042293

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION FOR  
NDC ASSOCIATES III, L.C.**

FILED  
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DIVISION OF CORPORATIONS  
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**Article I - Name**

The name of the Limited Liability Company is NDC ASSOCIATES III, L.C.

**Article II - Address**

The mailing address and street address of the principal office of the Limited Liability Company is 39 Brighton Avenue, Boston, Massachusetts 02134 and the principal business office in the State of Florida is 5811 Pelican Bay Blvd., Suite 208, Naples, Florida 34108.

**Article III - Duration**

The period of duration for the Limited Liability Company shall be twenty (20) years, unless terminated earlier in accordance with the Operating Agreement of the Limited Liability Company.

**Article IV - Management**

The Limited Liability Company is to be managed by the following members:

Majestic West, Inc., 5811 Pelican Bay Blvd., Suite 208, Naples, Florida 34108;

Russell Development, Inc., 39 Brighton Avenue, Boston, Massachusetts 02134.

**Article V - Admission of Additional Members**

The members shall have the right to admit additional members and the terms and conditions of the admission shall be by unanimous consent of all of the members, pursuant to the terms of the Operating Agreement for the Limited Liability Company.

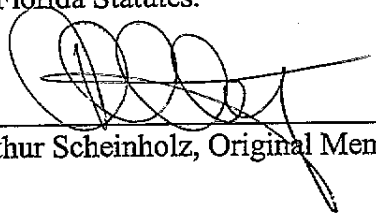
**Article VI - Members Right to Continue Business**

The remaining members of the Limited Liability Company shall have the right 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 as provided in the Operating Agreement.

## Article VII - Registered Agent

The name and address of the registered agent of the Limited Liability Company is Linda A. Lawson, Attorney, 866 99<sup>th</sup> Avenue North, Naples, Florida 34108.

These Amended and Restated Articles of Organization for NDC ASSOCIATES III, L.C. are respectfully submitted on this 17 day of August, 1998, for those Articles of Organization originally filed on July 15, 1998, pursuant to Section 608.411, Florida Statutes.

  
\_\_\_\_\_  
Arthur Scheinholz, Original Member

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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