



L980000001355

PORTER, WRIGHT,  
MORRIS & ARTHUR

Attorneys & Counselors at Law

S. DRESDEN BRUNNER

941-436-2965

dbrunner@porterwright.com

4501 Tamiami Trail North  
Suite 400

Naples, Florida 34103-3013

Telephone: 941-263-8898

Facsimile: 941-436-2990

Nationwide: 800-876-7962

July 30, 1998

500002606485--2

-08/04/98--01025--001

\*\*\*346.25 \*\*\*346.25

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Articles of Organization of AL-KAT Realty Group, LLC

Dear Sir/Madam:

Please file the enclosed Articles of Organization and Acceptance of Registered Agent for the new Florida limited liability company, AL-KAT Realty Group, L.L.C.

Please provide the undersigned with a certified copy of the filed Articles and a Certificate of Status of this company.

Enclosed for the fee is a check in the amount of \$346.25. Please contact me or my assistant, Sharon Barnes, if you have any questions. Thank you.

Regards,

*S. Dresden Brunner*

S. Dresden Brunner

SDB/smb  
Enclosures

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
V. P. Verifier	<i>[Signature]</i>

500002606485

NAPLES0081347.01

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -4 PM 1:29

ARTICLES OF ORGANIZATION  
OF  
AL-KAT REALTY GROUP, L.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 AL-KAT Realty Group, L.L.C. (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 5760 Shirley Street., Suite 7, Naples, Florida, 34109.

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 Mary Beth M. Clary, Esquire, 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.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the approval of a two-thirds membership interest of the members of the Company and on such terms and conditions as shall be outlined in the regulations of the Company. 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 two-thirds vote of

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -4 PM 1:29

the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer, which votes shall be allocated in accordance with their membership interests.

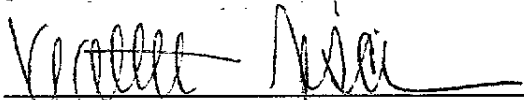
#### ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, on the occurrence of any other event that terminates the continued membership of a member in the Company, or the passage of ten days after the disposition of substantially all of the Company's assets and no other assets are acquired, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member. Notwithstanding the above, the Company shall be dissolved upon the written consent of all the members.

#### ARTICLE IX -- MANAGEMENT

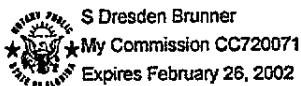
The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial manager of the Company is Katherine E. Fiscina, 5760 Shirley Street, Suite 7, Naples, FL 34109.

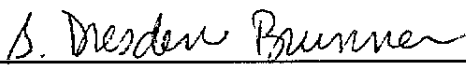
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at 4501 Tamiami Trail North, Suite 400, Naples, Florida, 34103-3013, on this 30<sup>th</sup> day of July, 1998.

  
Katherine E. Fiscina, Organizer and Authorized Representative

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of July, 1998, by Katherine E. Fiscina.



  
Notary Public -- State of Florida

\_\_\_\_\_  
Print, Type, or Stamp  
Commissioned Name of Notary Public

/ / Personally Known OR / / Produced Identification

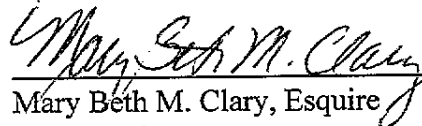
Type of Identification Produced \_\_\_\_\_  
(SEAL)

NAPLES/008108901

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -4 PM 1:59

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of AL-KAT Realty Group, L.L.C., 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.

  
\_\_\_\_\_  
Mary Beth M. Clary, Esquire  
Registered Agent

NAPLES/0081116.01

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -4 PM 1:29

**EXHIBIT "A"**

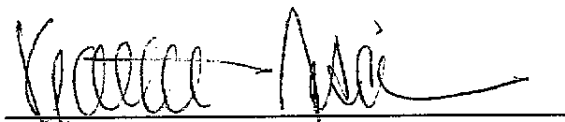
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of AL-KAT Realty Group, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$200.00.
3. If any, the agreed value of property other than cash contributed by members is NONE.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$ 200.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

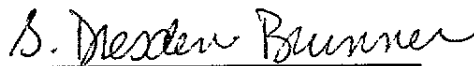
Dated: July 30, 1998



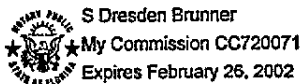
Katherine E. Fiscina,  
Authorized Representative

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was sworn and subscribed before me this 30th day of July, 1998, by Katherine E. Fiscina.



Notary Public -- State of Florida



\_\_\_\_\_  
Print, Type or Stamp  
Commissioned Name of Notary Public

/ / Personally Known OR / / Produced Identification

Type of Identification Produced \_\_\_\_\_

(SEAL)

NAPLES/0081088.01

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -4 PM 1:29