

L98000001617



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 941410 79818A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 26, 1998

ORDER TIME : 12:23 PM

ORDER NO. : 941410-005

CUSTOMER NO: 79818A

CUSTOMER: Ms. Linda Schumacher
TEW ZINOBER BARNES ZIMMET &
UNICE
2655 McCormick Drive

Clearwater, FL 33759

DOMESTIC FILING

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NAME: MANATEE RW PROPERTIES, L.L.C.

EFFECTIVE DATE: ..

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	8/27/98
Availability	dec
Document	
Examiner	CONTACT PERSON: Cassandra Bryant
Updater	DCC
Updater	
Verifier	DCC
Adm. Judgment	DCC
W. P. Verifier	DCC

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA
LIVESTOCK & EQUINE
STATE

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**ARTICLES OF ORGANIZATION FOR
MANATEE RW PROPERTIES, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

MANATEE RW PROPERTIES, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

100 Sawmill Road
Suite 200
Raleigh, NC 27625

ARTICLE III - Duration:

The Limited Liability Company shall exist until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Stanley Werb
100 Sawmill Road
Suite 200
Raleigh, NC 27625

The undersigned, being one of the original members of the Limited Liability Company, hereby certifies under the penalties of perjury that the facts stated herein are true and the foregoing constitutes the proposed Articles of Organization of Manatee RW Properties, L.L.C.

ARTICLE V - Admission of Additional Members

The right of the members to admit additional members and the terms and conditions of the admissions shall be as set forth in the Operating Agreement for the Limited Liability Company.

ARTICLE VI - Members Rights to Continue Business

The right of the remaining members of the Limited Liability Company 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

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in the limited liability company shall be as provided in the Operating Agreement for the Limited Liability Company.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Manatee RW Properties, L.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: \$ 100.00
3. If any, the agreed value of property other than cash contributed by the member(s) is: \$ 0
(A description of the property is attached and made a part hereto.); and
4. The amount of cash or property contributed and anticipated to be contributed by member(s) is: \$ 500,000.00
5. The total amount of 2, 3, and 4 is: \$ 500,100.00

Executed this 25th day of August, 1998.

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



Stanley Werb
Managing Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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:

Manatee RW Properties, L.L.C.

2. The name and address of the registered agent and office are:

Donna J. Feldman, Esquire
Tew, Zinober, Barnes, Zimmet & Unice
2655 McCormick Drive
Clearwater, FL 33759

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Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place of 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 of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 8/25/98



Donna J. Feldman