

L98000001677



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 944174 80887A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 28, 1998

ORDER TIME : 10:29 AM

ORDER NO. : 944174-005

CUSTOMER NO: 80887A

CUSTOMER: Frederick C. Kramer, Esq
FREDERICK C. KRAMER, ESQ

Suite 201
950 North Collier Boulevard
Marco Island, FL 34145

300002627713--4
-08/28/98--01055--019
****285.00 ****285.00

DOMESTIC FILING

NAME: ABBONDANZA, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SEP AUG 28 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 AUG 28 AM 11:42
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 28, 1998

BRENDA PHILLIPS
CSC
TALLAHASSEE, FL

SUBJECT: ABBONDANZA, L.C.
Ref. Number: W98000019807

FILED
59 AUG 28 PM 3:40
TALLAHASSEE, FL 32314

We have received your document for ABBONDANZA, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable 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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 698A00044657

ARTICLES OF ORGANIZATION

FOR

ABBONDANZA OF MARCO, L.C.

a Florida Limited Liability Company

FILED
98 AUG 28 PM 3:40
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608 entitled to Florida Limited Liability Company Act, does hereby adopt the following articles of organization for such company:

1. **Name.** The name of the company shall be **ABBONDANZA OF MARCO, L.C.**
2. **Duration.** The period of the company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these articles of organization providing for the continued existence of the company subsequent to the foregoing events.
3. **Address.** The mailing and street address of the company is:

247 North Collier Boulevard
Suite 204
Marco Island, Florida 34145
4. **Registered Agent and Office.** The name and street address of the initial registered agent and office for the company is as follows:

Frederick C. Kramer 950 North Collier Boulevard
Suite 201
Marco Island, Florida 34145
5. **Admission of Additional Members; and Terms and Conditions of such Admissions.** Additional members may be admitted upon the approval of each of the members of the company, upon the written application of such new member, in the manner set forth in the bylaws of the company.
6. **Right to Continue Business.** The remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.

7. **Management of Company.** The business of the company shall be managed by a manager. The name and address of the initial manager who is to serve until the first annual meeting of members, at which time his successor is elected, is:

James J. Barney

4070 Looking Glass Lane
Naples, Florida 34112

8. **Amendment of Articles of Organization.** Any amendment to these articles of organization shall be in accordance with Florida Statutes Chapter 608 and shall be filed with the Florida Department of State.

9. **Regulations of Company.** The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the members unless vested in the managers of the company by any amendments of the articles of organization. Regulations adopted by the members or by the managers may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed by the managers.

10. **Informal Action of Members.** Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting.

11. **Contracting Debt.** Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of the company except by the manager, unless otherwise provided herein.

12. **Transferability of Member's Interest.** An interest of a member of the company may be transferred or assigned to such extent and in the manner provided in the operating agreement. However, if all of the remaining members of the company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that member otherwise would be entitled.

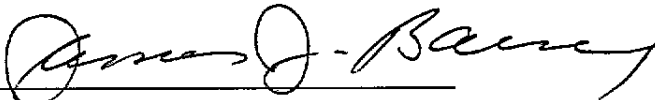
13. **Withdrawal or Reduction of Member's Contributions to Capital.** A member shall not receive out of the company property any part of his contribution to capital until:

- (a) all liabilities of the company, except liabilities to members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,
- (b) the consent of all members is had, unless the return of the contributions to capital may be rightfully demanded,
- (c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

FILED
95 AUG 28 PM 3:40
SECRET
TALLAHASSEE, FLORIDA

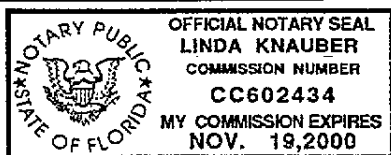
A member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

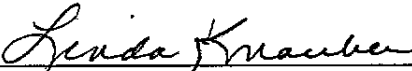
IN WITNESS WHEREOF, the undersigned Incorporator, has hereunto set his hand and seal this 31st day of August, 1998.


JAMES J. BARNEY

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 31st day of August, 1998, by JAMES J. BARNEY, who is personally known to me or who has produced _____ as identification.




Notary Public
State of Florida

My commission expires:

FILED
98 AUG 28 PM 3:40
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company, 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.


FREDERICK C. KRAMER

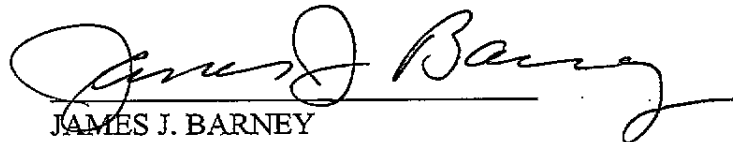
AFFIDAVIT

STATE OF FLORIDA
COUNTY OF COLLIER

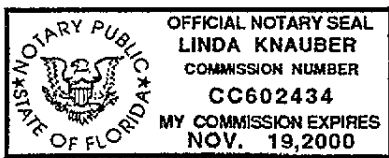
Before the undersigned authority personally appeared JAMES J. BARNEY who on oath says:

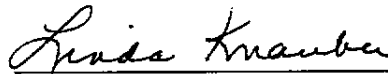
1. He is a member of ABBONDANZA OF MARCO, L.C.
2. ABBONDANZA OF MARCO, L.C. has at least two members.
3. The amount of the cash contributed by the members is \$50,000.
4. No property other than cash is being contributed by the members.
5. Presently, no further contributions of cash or other property is anticipated.

Further affiant sayeth naught.


JAMES J. BARNEY

The foregoing instrument was acknowledged before me this 31st day of August, 1998, by JAMES J. BARNEY, who is personally known to me or who has produced _____ as identification.




Notary Public
State of Florida

My commission expires:

FILED
8 AUG 28 PM 3:40
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA