

L98000001680



ACCOUNT NO. : 072100000032

REFERENCE : 944388 5801A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
50 AUG 28 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 28, 1998

ORDER TIME : 11:24 AM

ORDER NO. : 944388-005

CUSTOMER NO: 5801A

CUSTOMER: Mary Vlasak-snell, Esq
PAVESE GARNER HAVERFIELD
DALTON HARRISON & JENSEN

1833 Hendry Street
Fort Myers, FL 33901-3095

000002627780--6
-08/28/98--01068--006
****337.50 ****337.50

DOMESTIC FILING

NAME: SARDONYX III, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

RECEIVED
98 AUG 28 PM 12:12
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1998

BRENDA PHILLIPS
CSC
TALLAHASSEE, FL

SUBJECT: SARDONYX III, L.C.
Ref. Number: W98000019794

RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL 32314

98 AUG 29 AM 8:35

FILED

We have received your document for SARDONYX III, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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: 398A00044646

ARTICLES OF ORGANIZATION OF
SARDONYX III, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **SARDONYX III, L.C.** and its principal office shall be located at 1520-360 Royal Palm Square Boulevard, in the City of Fort Myers, County of Lee, State of Florida, 33919, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law,

while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

There shall be three initial members of this limited liability company, whose names, addresses and percentage of ownership are as follows:

Robert C. Lohr 257 Merion Drive Pittsburgh, PA 15228	62%
Eric C. Miller 12446 McGregor Woods Circle Ft. Myers, FL 33908	25%
Beverly I. Ewer 110 Sand Dunes Drive Ormond Beach, FL 32176	13%

FILED
53 AUG 28 AM 8:35
CLERK OF CIRCUIT
JULIA M. GARNER
TALLAHASSEE, FLORIDA

ARTICLE IV
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V
MANAGEMENT

The limited liability company is to be managed by a manager, whose name and address is as follows:

F96-4992
Peridot Enterprises, Inc.
Robert C. Lohr, President
P. O. Box 10805
Pittsburgh, PA 15236

ARTICLE VI
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

59 AUG 28 AM 8:35

FILED

ARTICLE VII
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$175,000.00 cash shall be paid to the limited liability company by the members in proportion to their ownership interests. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VIII
PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits in proportion to their ownership interest. The distributive share of the profits shall be determined and paid as agreed upon by members.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in proportion to their ownership interest.

ARTICLE IX
DURATION

This limited liability company shall exist in perpetuity or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE X
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida, and the name of the company's initial registered agent at that address is PETER J. GRAVINA.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed articles of Organization of SARDONYX III, L.C.

FILED
SEP 28 1998
FORT MYERS
FLORIDA

Executed by the undersigned at Pittsburgh, Pennsylvania on the 25th day of Aug., 1998.

Robert C. Lohr
ROBERT C. LOHR

(Signature page attached)
ERIC C. MILLER

Beverly J. Ewer
BEVERLY J. EWER

STATE OF Pennsylvania)
COUNTY OF Allegheny)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared ROBERT C. LOHR, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 25th day of August, 1998.

Notarial Seal
Patrick M. Cahalane, Notary Public
Jefferson Boro, Allegheny County
My Commission Expires Jan. 29, 2001
Member, Pennsylvania Association of Notaries

Patrick M. Cahalane
Notary Public, State of PA
My Commission number is:
My Commission expires: 1/29/01

STATE OF _____)
COUNTY OF _____)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared ERIC C. MILLER, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this _____ day of _____, 1998.

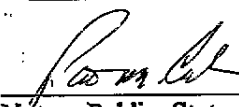
Notary Public, State of _____
My Commission number is:
My Commission expires:

STATE OF PENNSYLVANIA)
COUNTY OF Allegheny)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared BEVERLY J. EWER, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 25th day of August
1998.

Notarial Seal
Patrick M. Cahalane, Notary Public
Jefferson Boro, Allegheny County
My Commission Expires Jan. 29, 2001
Member, Pennsylvania Association of Notaries


Notary Public, State of PA
My Commission number is:
My Commission expires: 1/29/01

FILED
98 AUG 28 AM 8:35
CLERK OF STATE
HARRISBURG, FLORIDA

Executed by the undersigned at Lee County FL, on the 25th day of AUGUST, 1998.

ROBERT C. LOHR

Eric C. Miller
ERIC C. MILLER

BEVERLY J. EWER

STATE OF _____)
COUNTY OF _____)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared ROBERT C. LOHR, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this _____ day of _____, 1998.

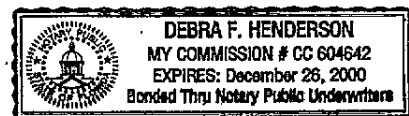
Notary Public, State of _____
My Commission number is: _____
My Commission expires: _____

STATE OF Florida)
COUNTY OF Lee)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared ERIC C. MILLER, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 25th day of AUGUST, 1998.

Debra F. Henderson
Notary Public, State of _____
My Commission number is: _____
My Commission expires: _____



FILED
93 AUG 28 AM 8:35
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONSSTATE OF Pennsylvania)COUNTY OF Allegheny)

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of SARDONYX III, L.C., deposes and says:

1. The limited liability company identified above has three (3) members.
2. The total amount of cash contributed by the members is \$175,000.00.
3. The total amount of cash or property anticipated to be contributed by the members

is \$475,000.00. This total includes the amounts from above.


ROBERT C. LOHR

The foregoing instrument was acknowledged before me this 25th day of August, 1998, by ROBERT C. LOHR, who is personally known to me or has produced _____ as identification.


_____, Notary PublicState of PA

My Commission Number is:

My Commission Expires: 1/29/01

Notarial Seal
Patrick M. Cahalane, Notary Public
Jefferson Boro, Allegheny County
My Commission Expires Jan. 29, 2001
Member, Pennsylvania Association of Notaries

FILED
09 AUG 28 AM 8:35
CLERK OF SUPERIOR COURT
JAILLASSIE, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
)
COUNTY OF LEE)

FILED

93 AUG 28 AM 8:30

Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is SARDONYX III, L.C.

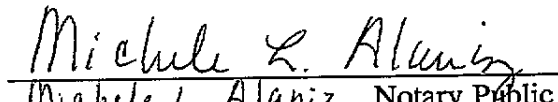
The name of the registered agent for SARDONYX III, L.C. is PETER J. GRAVINA, and the street address of the company's principal office where the agent is located is 1833 Hendry Street, Fort Myers, Lee County, Florida 33901.

This statement is to acknowledge that, as indicated above, SARDONYX III, L.C. has appointed me, PETER J. GRAVINA, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: This 26th day of August, 1998.


PETER J. GRAVINA, Registered Agent

The foregoing instrument was acknowledged before me this 26th day of August, 1998, by PETER J. GRAVINA, agent on behalf of SARDONYX III, L.C., a limited liability company and is personally known to me or has produced _____ as identification.


Michele L. Alaniz, Notary Public
My Commission Number is:
My Commission Expires:

