

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
(H98000018857)  
**L98000002205**

TO: DIVISION OF CORPORATIONS FAX #:  
(850) 922-4003 410-1015

FROM: GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A. ACCT#:  
076402003516

CONTACT: JUDY WRIGHT  
PHONE: (941) 514-1000 FAX #:  
(941) 514-0377

NAME: LUTGEN MANAGEMENT, L.L.C.  
AUDIT NUMBER.....H98000018857  
DOC TYPE.....LIMITED LIABILITY COMPANY  
CERT. OF STATUS...0 PAGES..... 5  
CERT. COPIES.....1 DEL.METHOD... FAX  
EST.CHARGE.. \$337.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE  
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 9 PM 3:25

**L98-2205**

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>
W. P. Verifier	<i>[Signature]</i>

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
98 OCT -9 PM 3:10

Fax Audit #H98000018857

**ARTICLES OF ORGANIZATION  
OF  
LUTGEN MANAGEMENT, L.L.C.**

**ARTICLE I  
NAME AND ADDRESS**

The name of this Limited Liability Company shall be **LUTGEN MANAGEMENT, L.L.C.**, (the "Company") and the mailing address and street address of the principal office of the Company is c/o 25413 Alicante Drive, Bonita Springs, Florida 34134.

**ARTICLE II  
DURATION**

This Company shall exist in perpetuity unless terminated pursuant to the operating agreement of the Company or any amendment to that operating agreement.

**ARTICLE III  
PURPOSE**

This Company is created for the purpose of providing business consulting services and such other business as may be agreed on by the unanimous consent of the managing members.

**ARTICLE IV  
PROFITS AND LOSSES**

Profits and losses shall be allocated among the members in proportion to their interest in the capital of this Company.

**ARTICLE V  
MANAGEMENT OF BUSINESS**

The management of the business of this Company shall be reserved to the managers. H. Michael Lutgen, whose address is 25413 Alicante Drive, Bonita Springs, Florida 34134, will act initially as the managing member for this Company until a successor is elected. The manager shall conduct the day to day routine business affairs of this Company on behalf of the members pursuant to the conditions contained herein and under the operating agreement. Additional managers may be elected by 66 2/3% of the members of the Company.

Fax Audit #H98000018857  
Todd L. Bradley, Esq. - Grant, Fridkin, Pearson, Athan & Crown, P.A.  
5551 Ridgewood Drive, Suite 501, Naples, Florida 34108  
(941) 514-1000  
Florida Bar #898007

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT - 9 PM 3: 25

Fax Audit #H98000018857

**ARTICLE VI  
PROPERTY**

Real or personal property originally brought into or transferred to this Company, or acquired by this Company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Company.

**ARTICLE VII  
MEETING OF MEMBERS**

Annual meetings of the members shall be held without call or notice within thirty (30) days after the close of this Company's fiscal year at times and places selected by the members. Special meetings may be called by any member at any time after the giving of thirty (30) days notice to the other members. Notice of special meetings shall be by mail, actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice unless the member protests the lack of notice to him or her.

Minutes shall be kept of all regular and special meetings.

**ARTICLE VIII  
ADDITIONAL MEMBERS**

The members shall have the right to admit additional members on terms and conditions approved by the vote of members owning 66 2/3% of the capital in the Company.

**ARTICLE IX  
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY,  
DISSOLUTION OR EXPULSION**

In the event of withdrawal, retirement, death, bankruptcy, dissolution or expulsion of a member, the remaining member or members shall have the right to continue the business of this Company pursuant to the terms and conditions approved by the unanimous vote of the remaining members.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT - 9 PM 3: 25

Fax Audit #H98000018857

H98000018857

**ARTICLE X  
NOTICE TO MEMBERS**

All notices to the members of this Company pursuant to these Articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

**ARTICLE XI  
AMENDMENTS**

These Articles, except with respect to the vested rights of the members, may be amended from time to time by consent of members owning 66 2/3% of the capital in the Company, and the amendments shall be filed, duly signed by all members of this Company, with the Florida Department of State.

**LUTGEN MANAGEMENT, L.L.C.**

By:   
H. MICHAEL LUTGEN,  
Member/Manager

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -9 PM 3:25

H98000018857

H98000018857

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF  
LUTGEN MANAGEMENT, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

STATE OF FLORIDA     )  
  )ss:  
COUNTY OF COLLIER    )

The undersigned member, H. Michael Lutgen, deposes and says:

1) The above-named Limited Liability Company, **LUTGEN MANAGEMENT, L.L.C.**, has at least one member.

2) The total amount of cash contributed by the members is 100.

3) If any, the agreed value of the property other than cash contributed by members is N/A (\$ 0 ). A description of the property, if any, is attached hereto and made a part hereof.

4) The total amount of cash or property anticipated to be contributed by members is One Hundred (\$ 100.00 ). The total includes amounts from 2 and 3 above.  
Dollars

H. Michael Lutgen  
H. MICHAEL LUTGEN,  
Member/Manager

Sworn to and subscribed before me this 9 day of October, 1998  
by H. Michael Lutgen, who is personally known to me and did take an oath.

Todd L. Bradley  
Notary Public - State of Florida at Large  
Todd L. Bradley  
Printed Name of Notary Public

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT - 09 PM 3:25

My Commission Expires:



H98000018857

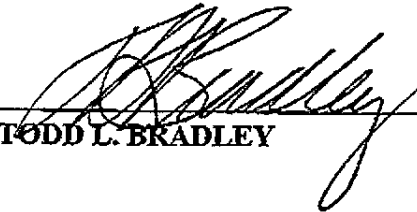
H98000018857

**DESIGNATION OF REGISTERED AGENT  
AND CERTIFICATE OF ACCEPTANCE**

The name and address of the registered agent and office of **Lutgen Management, L.L.C.** shall be **TODD L. BRADLEY, ESQUIRE**, Grant, Fridkin, Pearson, Athan & Crown, P.A., whose mailing and street address is **5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.**

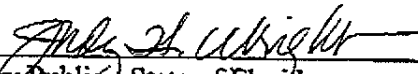
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relating to the property and complete performance of my duties and I am familiar with and accept the obligations of registered agent.

Dated this 9<sup>th</sup> day of October, 1998.

  
\_\_\_\_\_  
**TODD L. BRADLEY**

STATE OF FLORIDA     )  
                                  §§  
COUNTY OF COLLIER    )

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 9<sup>th</sup> day of October, 1998, by **TODD L. BRADLEY**, who is personally known to me.

  
\_\_\_\_\_  
Notary Public, State of Florida  
**JUDY H. WRIGHT**  
Printed Name of Notary  
My Commission Expires:

FDATAWD\_REALINT.BKCMORRISON.LNSUBORD.AGR

OFFICIAL NOTARY SEAL  
JUDY H WRIGHT  
NOTARY PUBLIC, STATE OF FLORIDA  
COMMISSION NO. CC366995  
MY COMMISSION EXP. JULY 17, 2000

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -9 PM 3:25

H98000018857