

L98000002774



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 036923 3487A

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia Pujols

ORDER DATE : November 18, 1998

ORDER TIME : 10:07 AM

ORDER NO. : 036923-005

CUSTOMER NO: 3487A

500002691695--2

CUSTOMER: J. Geoffrey Pflugner, Esq.
ICARD MERRILL CULLIS TIMM
ICARD MERRILL CULLIS TIMM
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

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DOMESTIC FILING

NAME: BLUE HERON/HIGHLANDS L.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: Janna Wilson

EXAMINER'S INITIALS:

Name	<i>MPH</i>
Availability	<i>MPH</i>
Document	<i>MPH</i>
Examiner	<i>MPH</i>
Updater	<i>MPH</i>
U. Claier	<i>MPH</i>
Verifier	<i>MPH</i>
Acknowledgement	<i>MPH</i>
... P. Verifier	<i>MPH</i>

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ARTICLES OF ORGANIZATION **BLUE HERON/HIGHLANDS L.L.C.**

The undersigned, desiring to form a limited liability company ("Company") pursuant to the Florida Limited Liability Company Act, hereby makes and declares these Articles of Organization.

Article I - Name

The name of the Company is BLUE HERON/HIGHLANDS L.L.C.

Article II - Duration and Commencement

This Company shall commence on the date these Articles are filed with the Department of State, and the duration shall be perpetual.

Article III - Purpose

The Company is organized for the purpose of acquiring, developing, owning, operating, leasing and selling real property, and any other lawful purpose.

Article IV - Mailing Address and Principal Office

The mailing and street address of the Company's principal office is 2033 Main Street, Suite 101, Sarasota, Florida 34237.

ARTICLE V - Initial Registered Office and Agent

The name and street address of the initial registered agent of this Company is J. Geoffrey Pflugner, 2033 Main Street, Suite 101, Sarasota, Florida 34237.

Article VI - Membership

Members of the Company have the right to admit new members. Additional members may be admitted only on a unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

Article VII - Continuance of Company

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any

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other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

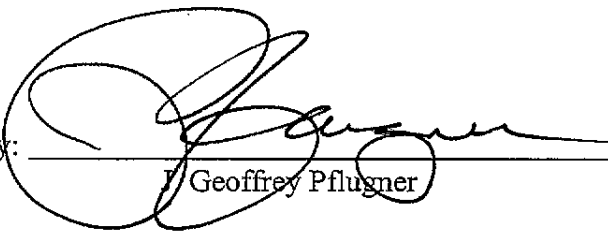
Article VIII - Management

The management of the Company shall be reserved to its Manager: J. Geoffrey Pflugner, 2033 Main Street, Suite 101, Sarasota FL 34237.

Article IX - Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the manager listed in Article VIII.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this twelfth day of November, 1998.

By:  _____
J. Geoffrey Pflugner

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**CERTIFICATE OF DESIGNATION OF BLUE HERON/HIGHLANDS
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the hereinabove 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 BLUE HERON/HIGHLANDS L.L.C.
2. The name and address of the registered agent and office is: J. GEOFFREY PFLUGNER, 2033 Main Street, Suite 101, Sarasota, Florida 34237.

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 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.


J. GEOFFREY PFLUGNER

Date: November 12, 1998

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members or authorized representative of a member of BLUE HERON/HIGHLANDS L.L.C. deposes and says:

- (1) The above named limited liability company has more than two members.
- (2) The total amount of cash contributed by the members is Twenty-Five Thousand and No/100 Dollars (\$25,000.00).
- (3) If any, the agreed value of property other than cash contributed by members is \$ -0-.
- (4) The total amount of cash or property anticipated to be contributed by members is \$25,000.00. This total includes amounts from (2) and (3) above.

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

BLUE HERON/HIGHLANDS L.L.C.

By: _____

J. Geoffrey Pflugner

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this twelfth day of November 1998 by J. Geoffrey Pflugner as Manager of BLUE HERON/HIGHLANDS L.L.C., who is personally known to me.

Sherrie L. Brooker

Notary Public
My Commission Expires:



Sherrie L. Brooker
MY COMMISSION # CC714010 EXPIRES
February 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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