

L980000029.47

MORRISON & CONROY

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

3838 TAMiami TRAIL NORTH, SUITE 402
NAPLES, FLORIDA 34103
(941) 649-5200

J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER

KRISTIN M. CONROY

DAVID N. MORRISON

TELECOPIER (941) 649-8140

November 16, 1998

FILED
98 DEC -1 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
The Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002689571- --3
-11/17/98--01057--007
****337.50 ****337.50

CM


Re: **Articles of Organization of 5th Avenue / 3rd Street Development, L.L.C.,
a Florida limited liability company**

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$1,837.50 to cover the following costs:

1. \$250.00 - Filing Fee;
2. \$ 35.00 - Designation of Registered Agent;
3. \$ 52.50 - Certified Copy of the Articles of Organization.

TOTAL AMOUNT DUE - \$337.50

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Diane Whitacre, Secretary to
J. Thomas Conroy, III

Encl.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1998

DIANE WHITACRE
MORRISON & CONROY
3838 TAMIAMI TRAIL NORTH, SUITE 402
NAPLES, FL 34103

SUBJECT: 5TH AVENUE / 3RD STREET DEVELOPMENT, L.L.C.
Ref. Number: W98000026427

FILED
98 DEC -1 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for 5TH AVENUE / 3RD STREET DEVELOPMENT, L.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):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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: 198A00056187

**ARTICLES OF ORGANIZATION
OF
5th AVENUE / 3rd STREET DEVELOPMENT, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC -1 AM 11:12

FILED

**ARTICLE I
NAME**

The name of this limited liability company is 5th AVENUE / 3rd STREET DEVELOPMENT, L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 24840 Burnt Pine Drive, Suite 2, Bonita Springs, Florida 34134. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizers of the Company are James A. Nashman, Richard B. Kepley and J. Thomas Conroy, III, all natural persons at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

James A. Nashman
24840 Burnt Pine Drive, Suite 2
Bonita Springs, Florida 34134

Richard B. Kepley
1170 Third Street South, Suite C-206
Naples, Florida 34102

J. Thomas Conroy, III
3838 Tamiami Trail North, Suite 402
Naples, Florida 34103

FILED
98 DEC -1 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VII
CONTRIBUTIONS**

The members in the aggregate have contributed to the Company One Thousand Dollars (\$1,000.00) in cash.

**ARTICLE VIII
ADMISSION OF NEW MEMBERS**

The Company may admit new members who have assented to and signed the Regulations as provided in the Company's operating agreement.

ARTICLE IX DISSOLUTION

Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least two (2) remaining members. If a dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

ARTICLE X DISTRIBUTIONS

Section 10.01 Interim Distributions

The Company may make interim distributions of property to its members as agreed by all of the members.

Section 10.02 Winding-Up Distributions

The Company may make winding-up distributions of property to its members as agreed by all of the members.


FILED
08 DEC -1 AM 11:12
CLERK OF STATE
TALLAHASSEE, FLORIDA

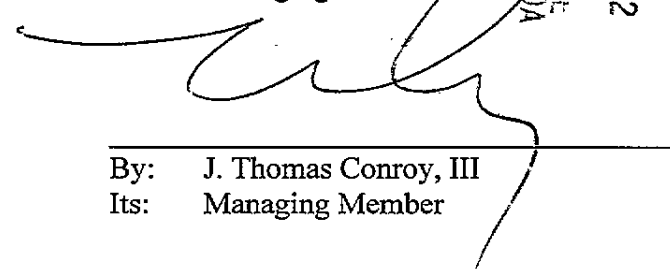
**ARTICLE XI
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 16th day of November, 1998.


By: James A. Nashman
Its: Managing Member


By: Richard B. Kepley
Its: Managing Member


By: J. Thomas Conroy, III
Its: Managing Member

FILED
98 DEC -1 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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.

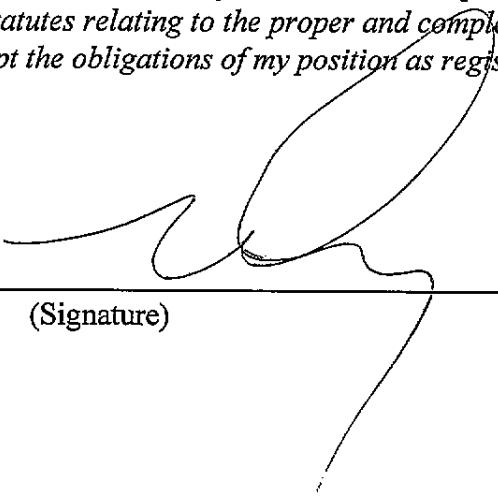
1. The name of the limited liability company is: 5th AVENUE / 3rd STREET DEVELOPMENT, L.L.C.

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

J. Thomas Conroy, III
Morrison & Conroy, P.A.
3838 Tamiami Trail North, Suite 402
Naples, Florida 34103

FILED
98 DEC -1 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 accept the obligations of my position as registered agent.



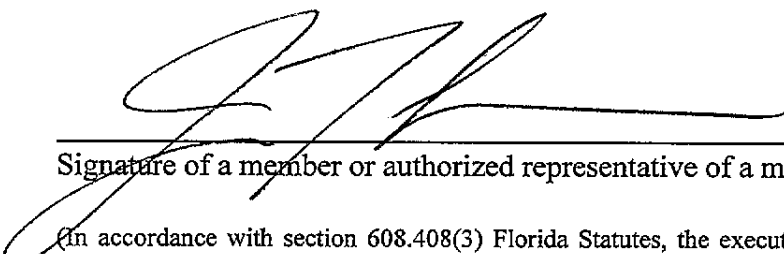
(Signature)

November 12, 1998

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of 5th AVENUE / 3rd STREET DEVELOPMENT, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,250.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0.00
- 5) the total amounts of 2, 3 and 4 is \$ 1,250.00



Signature of a member or authorized representative of a member

(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.)

FILED
98 DEC -1 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corp\LLC\5th\3rd