

L98000002988



**THE UNITED STATES
CORPORATION**
COMPANY

W98-25966
00789-02746-0115-00671

ACCOUNT NO. : 072100000032

REFERENCE : 034375 121767A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 17, 1998

ORDER TIME : 11:14 AM

ORDER NO. : 034375-010

CUSTOMER NO: 121767A

CUSTOMER: Ms. Heather Irving
KARP & GENAUER, P.A.
KARP & GENAUER, P.A.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

400002689314--5

-1/17/98--01039--007

2070.00 **285.00

*File
2nd*

DOMESTIC FILING

NAME: COLLIER CITRUS MANAGEMENT,
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: Robert Maxwell

EXAMINER'S INITIALS:

Name	
Availability	<i>MAH</i>
Document	
Examiner	<i>MAH</i>
Updater	<i>MAH</i>
Updater	
Verifier	<i>MAH</i>
Acknowledgement	<i>MAH</i>
P. Verifier	<i>MAH</i>

*Client
Prepared
Both with
SIC #326
2070.00*

RECEIVED
98 NOV 17 PM 12:14
98 NOV 17 PM 1:04
FAC
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1998

CSC CORPORATION COMPANY

SUBJECT: COLLIER CITRUS MANAGEMENT, L.C.
Ref. Number: W98000025966

RECEIVED
98 DEC -3 PM 12:09
DIVISION OF CORPORATION

RESUBMIT

Please give original
submission date as file date.

We have received your document for COLLIER CITRUS MANAGEMENT, L.C. and your check(s) totaling \$2070.00. 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.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 498A00055397

ARTICLES OF ORGANIZATION
OF
COLLIER CITRUS MANAGEMENT, L.C.

The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Limited Liability Company is Collier Citrus Management, L.C.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the Limited Liability Company shall commence upon the date of filing of these Articles of Organization with the Florida Department of State. The Limited Liability Company shall exist perpetually unless sooner terminated as provided herein.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 17 PM 1:04

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Limited Liability Company's principal office and mailing address is c/o Collier Enterprises, 3003 Tamiami Trail North, Naples, FL 33942.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Limited Liability Company is Terry L. Flora, Esq. The street address of the initial registered office of the Limited Liability Company in the State of Florida is 3003 Tamiami Trail North, Naples, FL 33942.

ARTICLE V

DISSOLUTION; WINDING UP; LIQUIDATION

1. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:
 1. Death, insanity, bankruptcy, retirement or withdrawal of any Member who is an individual.
 2. Dissolution or bankruptcy of any Member which is an entity.
 3. Unanimous agreement of the Members to dissolve.
 4. The sale of all or substantially all of the assets of the Limited Liability Company.

5. The happening of any event that makes it unlawful, impossible or impractical to carry on the business of the Limited Liability Company.

2. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by notice by any one or more Members (representing at least a majority of the remaining interests in the Limited Liability Company) to the remaining Members within thirty (30) days after dissolution as described in subsection A. of this Article.

ARTICLE VI

MANAGEMENT

The Limited Liability Company shall be managed by its Members whose names and addresses are listed below:

Gopher Ridge Groves, Inc.
c/o Collier Enterprises
3003 Tamiami Trail North
Naples, FL 33942

Gopher Ridge II, Inc.
c/o Collier Enterprises
3003 Tamiami Trail North
Naples, FL 33942

ARTICLE VII

INDEMNIFICATION

The Limited Liability Company may indemnify, to the full extent permitted by law, any person who is the proper subject of indemnification.

IN WITNESS WHEREOF, the undersigned subscribing members have executed these
Articles of Organization effective this 30th day of November, 1998.

GOPHER RIDGE GROVES, INC., a Florida
corporation, as Member

By: Thomas J. Flood
Thomas J. Flood, Vice President

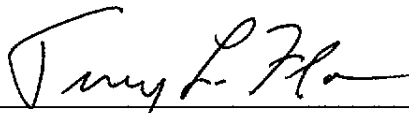
GOPHER RIDGE II, INC., a Florida corporation, as
Member

By: Thomas J. Flood
Thomas J. Flood, Vice President

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

Collier Citrus Management, L.C., a Florida limited liability company, desiring to organize as a Limited Liability Company pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Organization, in the City of Naples, County of Collier, State of Florida, has named Terry L. Flora, Esq. at 3003 Tamiami Trail North, Naples, Florida 33942 as its registered agent within the State.

Having been named registered agent for the above-stated Limited Liability Company at the place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.



Terry L. Flora, Esq.

AFFIDAVIT RE: CAPITAL CONTRIBUTIONS

OF

COLLIER CITRUS MANAGEMENT, L.C.

COMES NOW, Thomas J. Flood, as Vice President of Gopher Ridge Groves, Inc., a Florida corporation, and as Vice President of Gopher Ridge II, Inc., a Florida corporation, as Members of Collier Citrus Management, L.C., a Florida limited liability company (the "Limited Liability Company"), who deposes and states as follows:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member is \$ -0-
3. If any, the agreed value of property other than cash contributed by member is \$ 150,000.00
A description of the property is as follows:
(a) A one percent (1%) general partnership interest in Gopher Ridge I Joint Venture, a Florida general partnership, contributed by Gopher Ridge Groves, Inc., and (b) A one percent (1%) general partnership interest in Gopher Ridge II Joint Venture, a Florida general partnership, contributed by Gopher Ridge II, Inc.
4. The amount of cash or property anticipated to be contributed by the members is \$ -0-
5. The total amount of 2, 3 and 4 is \$ 150,000.00
6. Affiant further sayeth naught.

Members:

GOPHER RIDGE GROVES, INC. a Florida corporation, as Member

By:


Thomas J. Flood, Vice President

GOPHER RIDGE II, INC., a Florida corporation, as
Member

By: Thomas J. Flood
Thomas J. Flood, Vice President

State of Florida)
) SS:
County of Collier)

BEFORE ME, personally appeared Thomas J. Flood, to me personally known or who produced _____ as identification and he did acknowledge to me that he executed the foregoing Affidavit re: Capital Contributions of Collier Citrus Management, L.C., a Florida limited liability company, as Vice President of Gopher Ridge Groves, Inc., a Florida corporation, and as Vice President of Gopher Ridge II, Inc., the Members of Collier Citrus Management, L.C.

WITNESS my hand and official seal this 1st day of December 1998.

Deborah A. Brown
Notary Public, State of Florida
Print Name: Deborah A. Brown

My Commission Expires: 10/16/2000



Deborah A Brown
My Commission CC594050
Expires Oct. 16, 2000