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ACCOUNT NO. : 072100000032
REFERENCE : 034375 121767A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

CK # ~~49~~ 409

amt \$2070⁰⁰

ORDER DATE : November 17, 1998

ORDER TIME : 12:02 PM

ORDER NO. : 034375-015

CUSTOMER NO: 121767A

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

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2070.00 *285.00

DOMESTIC FILING

NAME: COLLIER GROVES 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	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
v. P. Verifier	MAH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -3 PM 1:49
98 DEC -3 PM 1:07
DIVISION OF CORPORATIONS

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

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

ARTICLE I

NAME

The name of the Limited Liability Company is Collier Groves 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
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98 DEC -3 PM 1:49

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 member whose name and address is listed below:

Collier Management Services, 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 member has executed these Articles of Organization effective this 30th day of November, 1998.

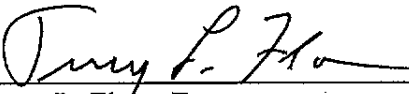
COLLIER MANAGEMENT SERVICES, INC., a
Florida corporation, its sole Member

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

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

Collier Groves 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 GROVES MANAGEMENT, L.C.

COMES NOW, Thomas J. Flood, as Vice President of Collier Management Services, Inc., a Florida corporation, the sole Member of Collier Groves 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 one member.
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 the member is \$ 200,000.00
A description of the property is as follows:
(a) A one percent (1%) general partnership interest in Collier Groves, Ltd., a Florida limited partnership, contributed by Collier Management Services, Inc.
4. The amount of cash or property anticipated to be contributed by member is \$ -0-
5. The total amount of 2, 3 and 4 is \$ 200,000.00
6. Affiant further sayeth naught.

Member:

COLLIER MANAGEMENT SERVICES, INC.,
a Florida corporation

By: _____


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 Groves Management, L.C., a

Florida limited liability company, as Vice President of Collier Management Services, Inc., a Florida corporation, the Member of Collier Groves 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