

Division of Corporations

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Florida Department of State

Division of Corporations

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Account Name : HUMPHREY & KNOTT, P.A.
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Phone : (941) 334-2722
Fax Number : (941) 334-1446

LIMITED LIABILITY COMPANY

Harborage Commons, L.L.C.

Certificate of Status	0
Certified Copy	1
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12-23

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ARTICLES OF ORGANIZATION
OF
HARBORAGE COMMONS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Harborage Commons, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal place of business of the Company in Florida shall be 13241 University Drive, Suite 101, Fort Myers, FL 33907.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to conduct and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

This document prepared by:
Garey F. Butler
Humphrey & Knott, P.A.
1625 Hendry Street, Suite 301
Fort Myers, FL 33901
Telephone: (941) 334-2722
Florida Bar No. 0778974

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ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Michael J. Frye, 13241 University Drive, Suite 101, Fort Myers, FL 33907.

ARTICLE VI - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VIII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company only as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

ARTICLE X - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the

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Company not inconsistent with law or these Articles of Organization. The name and address of the managing member of the Company are:

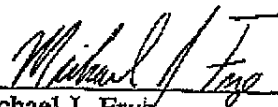
NAME

Michael J. Frye

ADDRESS

13241 University Drive, Suite 101
Fort Myers, FL 33907

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 23rd day of December, 1998.



Michael J. Frye

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EXHIBIT A

<u>Name and Address of Member</u>	<u>Capital Contribution</u>	<u>Initial Member Percentage Interest</u>
Michael J. Frye 13241 University Drive, Suite 101 Fort Myers, FL 33907	\$1,000	100%

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Harborage Commons, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash anticipated to be contributed by each member is \$1,000.00, for a total of \$1,000.00. No other cash or property has been contributed or is anticipated to be contributed.


Michael J. Frye

(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.)

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FILING FEE: \$250 for Articles of Organization and Affidavit

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**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: Harborage Commons, L.L.C.
2. The name and address of the registered agent and office is:

Michael J. Frye

(Name)

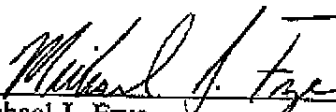
13241 University Drive, Suite 101

(P.O. Box not acceptable)

Fort Myers, FL 33907

(City/State/Zip)

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.



Michael J. Frye

12-23-98
Date

FILING FEE: \$35 for Designation of Registered Agent

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