

L98000003386

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REFERENCE : 079126 6258A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 293.75

ORDER DATE : December 24, 1998

ORDER TIME : 12:22 PM

ORDER NO. : 079126-005

CUSTOMER NO: 6258A

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CUSTOMER: William L. Owens, Esq
BOND SCHOENECK & KING, P.A.
BOND SCHOENECK & KING, P.A.
Suite 107
1167 Third Street South
Naples, FL 34102-7098

DOMESTIC FILING

NAME: B&C INVESTMENTS OF NAPLES,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: W. P. Veriver

L98-3386

Name	<i>W.P. Veriver</i>
Availability	<i>W.P. Veriver</i>
Document Examiner	<i>W.P. Veriver</i>
Updater	<i>W.P. Veriver</i>
Updater Verifier	<i>W.P. Veriver</i>
Acknowledgment	<i>W.P. Veriver</i>

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ARTICLES OF ORGANIZATION
OF
B&C INVESTMENTS OF NAPLES, L.L.C.

Article 1. Name

The name of the Limited Liability Company is

B&C Investments of Naples, L.L.C.

Article 2. Duration

The duration of the Limited Liability Company is perpetual.

Article 3. Principal Office and Mailing Address

The principal place of business of the Limited Liability Company is at 209 Ridge Drive, Naples, Florida 34108. The mailing address of the Limited Liability Company is 209 Ridge Drive, Naples, Florida 34108.

Article 4. Initial Registered Office and Agent

The initial registered office of the Limited Liability Company is at 209 Ridge Drive, Naples, Florida 34108. The name of the initial registered agent at that address is Robert A. DiCicco.

Article 5. Admission of New Members

The Limited Liability Company may admit additional members upon the vote of at least two-thirds (2/3) in interest of the members preceding the admission of the new member.

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Article 10. Amendment

The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment to them, and any right conferred upon the members is subject to this reservation.

In Witness Whereof, the undersigned has signed these Articles of Organization on this 23rd day of December, 1998.


Robert A. DiCicco

STATE OF FLORIDA :
: COUNTY OF COLLIER : ss.:

The foregoing instrument was acknowledged before me this 23rd day of December, 1998, by ROBERT A. DICICCO, who is personally known to me or produced his _____ as identification and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.


Notary Public

My Commission Expires:



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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of B&C Investments of Naples, L.L.C. which is contained in the foregoing Articles of Organization. I am familiar with, and accept, the obligations of such a position.

Dated this 23rd day of December, 1998.



Robert A. DiCicco
Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

ROBERT A. DICICCO, being duly sworn, deposes and says that:

1. I am a member of B&C Investments of Naples, L.L.C., a limited liability company to be established under Florida law. I make this affidavit pursuant to section 608.407, Florida Statutes, to allow the filing of the foregoing Articles of Organization.

2. I declare that the above named limited liability company has at least one member.

3. The initial amount of cash to be contributed to the limited liability company by the members is \$100.00.

4. The total amount of cash anticipated to be contributed to the limited liability company by the members is \$150,000.00. The members reserve the right to contribute less than the anticipated amount of capital contributions to the limited liability company.

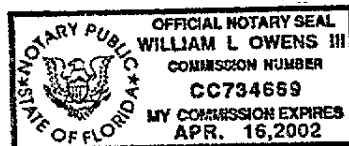
5. There is no other property other than the above described cash to be contributed by the members and no other property or cash anticipated to be contributed at this time. If any additional contributions are made, the foregoing Articles of Organization shall be amended to reflect such additional contributions. If any additional contributions are made, the members shall file a supplemental affidavit of capital contributions with the Florida Department of State to reflect such additional contributions.

IN WITNESS WHEREOF, I have signed this affidavit.


Robert A. DiCicco

Sworn to before me this
23rd day of December, 1998


Notary Public



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