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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 084758 7142288

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 285.00

ORDER DATE : December 31, 1998

ORDER TIME : 9:18 AM

600002727416--0

ORDER NO. : 084758-005

CUSTOMER NO: 7142288

CUSTOMER: Sharon Zuccaro, Esq
SHARON M. ZUCCARO, ESQ.
SHARON M. ZUCCARO, ESQ.
Suite 210
1400 Gulf Shore Blvd.
Naples, FL 34102

DOMESTIC FILING

NAME: GILES DEVELOPMENT, L.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: Christopher Smith

EXAMINER'S INITIALS:

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 AM 9:59

RECEIVED
98 DEC 31 AM 9:56

Articles Of Organization For Florida Limited Liability Company

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 is:

Giles Development, L.L.C., hereinafter "Company".

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

2405 Piper Boulevard
Naples, FL 34110

ARTICLE III - DURATION

The Company shall commence its existence on the date that these Articles of Organization are filed by the Florida Department of state. The Company's existence shall terminate not later December 31, 2020, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, bankruptcy, retirement, insanity, resignation, expulsion or dissolution of any member or manager, 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, provided there is at least one remaining member.

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

ARTICLE VI - MANAGEMENT

The Company is to managed by a Managing Member and the name and address of such Managing Member is:

Robert G. Claussen
2404 Piper Boulevard
Naples, FL 34110

The Managing Member shall hold the exclusive voting interest in the Company and the exclusive power to adopt, alter, amend or repeal the regulations of the Company.

ARTICLE VII - MEMBERSHIP AND CAPITAL CONTRIBUTIONS

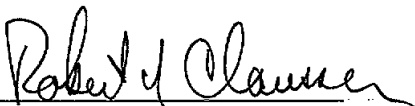
The Affidavit of Membership and Contributions for the company is attached hereto and incorporated herein as Exhibit "A".

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The Certificate of Designation of Registered Agent/Registered Office for the Company is attached hereto and incorporated herein as Exhibit "B".

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization on the 1st day of December, 1998.

ORGANIZER:


Robert G. Claussen

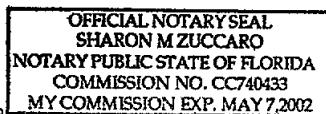
ORGANIZER:


Christopher G. Claussen

STATE OF FLORIDA
COUNTY OF COLLIER

SWORN TO AND SUBSCRIBED before me this 30 day of December, 1998 by Robert G. Claussen who is personally known to me.

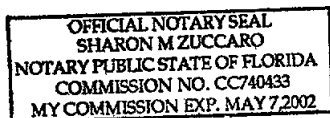
(SEAL)



STATE OF FLORIDA
COUNTY OF COLLIER

SWORN TO AND SUBSCRIBED before me this 30 day of December, 1998 by Christopher G. Claussen who is personally known to me.

(SEAL)




Notary Public
My Commission Expires:

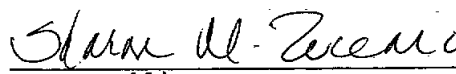

Notary Public
My Commission Expires:

EXHIBIT "B"

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the limited liability company is:

Giles Development, L.L.C.

2. The name and the Florida street address of the registered agent are:

Jack Sterling

2405 Piper Boulevard

Naples, FL 34110

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.


SIGNATURE

EXHIBIT "A"

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representatives of a member of

Giles Development, L.L.C.

certifies:

1. The above names Limited Liability Company has at least two members.
2. The total amount of cash contributed by the member(s) is: \$100.00
3. If any, the agreed value of property other than cash
contributed by member(s) is: \$ -0-
(A description of the property is attached and made a part hereto.)
4. The total amount of cash or property anticipated to be
contributed by member(s) is: \$100.00
(This total includes amounts from 2 and 3 above.)

**Signature of Member or
Authorized Representative of a Member:**


Robert G. Claussen

In accordance with Section 608.408.(3), Florida Statutes, the execution of the Affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.