



THE UNITED STATES
CORPORATION
COMPANY

L99000001442

ACCOUNT NO. : 072100000032

REFERENCE : 168280 6258A

AUTHORIZATION :

Patricia Puyet

COST LIMIT : \$ 285.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ORDER DATE : March 15, 1999

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CUSTOMER NO: 6258A

CUSTOMER: William L. Owens, Esq
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1167 Third Street South
Naples, FL 34102-7098

DOMESTIC FILING

NAME: FLORIDA GULF PROPERTY III,
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: Robert Maxwell

EXAMINER'S INITIALS:

L99-1442

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ARTICLES OF ORGANIZATION
OF
FLORIDA GULF PROPERTY III, L.L.C.

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Article 1. Name

The name of the Limited Liability Company is

Florida Gulf Property III, 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 25130 Ridge Oak Drive, Bonita Springs, Florida 34134. The mailing address of the Limited Liability Company is 25130 Ridge Oak Drive, Bonita Springs, Florida 34134.

Article 4. Initial Registered Office and Agent

The initial registered office of the Limited Liability Company is at 25130 Ridge Oak Drive, Bonita Springs, Florida 34134. The name of the initial registered agent at that address is Thies Pickenpack.

Article 5. Admission of New Members

The Limited Liability Company may admit additional members upon the vote of at least a majority in interest of the members preceding the admission of the new member.

Article 6. Right to Continue Business

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the remaining members may elect to continue the business upon the vote of at least a majority in interest of the remaining members.

Article 7. Statement of Management

The Limited Liability Company is to be managed by a manager or managers who shall continue to serve as manager(s) until their successor(s) are elected or appointed and shall qualify.

The name and address of the initial manager is:

Thies Pickenpack	25130 Ridge Oak Drive
	Bonita Springs, Florida 34134

Thies Pickenpack, as a member and manager of the Limited Liability Company is authorized to execute these Articles of Organization and file them with the Florida Department of State.

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Article 8. Commencement of Existence

The Limited Liability Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State.

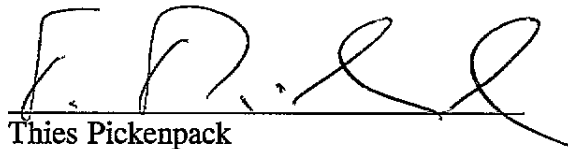
Article 9. Regulations

These Articles of Organization and the Florida Limited Liability Company Act shall be deemed to be the regulations of the Limited Liability Company unless and until the members have otherwise adopted additional or inconsistent provisions in connection with any matters permitted to be addressed in regulations.

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 12th day of March, 1999.


Thies Pickenpack
Authorized Member

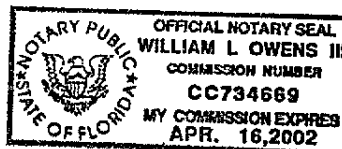
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STATE OF FLORIDA :
:
COUNTY OF COLLIER : ss.:

The foregoing instrument was acknowledged before me this 12th day of March, 1999, by THIES PICKENPACK, 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

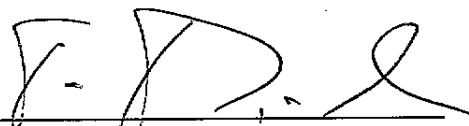
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Florida Gulf Property III, 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 12th day of March, 1999.



Thies Pickenpack
Registered Agent

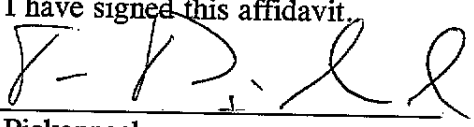
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THIES PICKENPACK, being duly sworn, deposes and says that:

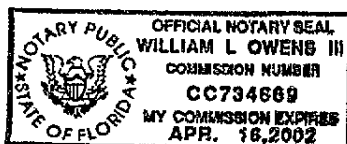
1. I am a member of Florida Gulf Property III, L.L.C., a limited liability company to be established under Florida law. I make this affidavit pursuant to section 608.407, Florida Statutes, to allow the filing of the foregoing Articles of Organization.
2. I declare that the above named limited liability company has at least one member.
3. The initial amount of cash to be contributed to the limited liability company by the members is \$1,000.00.
4. The total amount of cash anticipated to be contributed to the limited liability company by the members is \$600,000.00. 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.


Thies Pickenpack
Authorized Member

Sworn to before me this
12th day of March, 1999


Notary Public



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