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Division of Corporations  
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LIMITED LIABILITY COMPANY

Four Upper Captiva, L.L.C.

|                   |         |
|-------------------|---------|
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**Annis, Mitchell,  
Cockey, Edwards &  
Roehn, P.A.**

# Fax

|  |  |
|--|--|
| <b>To:</b> Florida Department of State<br>Division of Corporations   | <b>From:</b> Julie McFadden<br>Assistant to Bruce D. Green |
| <b>Fax:</b> (850) 922-4003   | <b>Pages:</b> 6 (including cover page)                     |
| <b>Phone:</b> N/A  | <b>Date:</b> March 25, 1999                                |
| <b>Re:</b> Four Upper Captiva, L.L.C.  | <b>CC:</b> Paul D. Peden (w/o enclosures)                  |
| <input checked="" type="checkbox"/> <b>Urgent</b> <input type="checkbox"/> <b>For Review</b> <input type="checkbox"/> <b>Please Comment</b> <input checked="" type="checkbox"/> <b>Please Reply</b> <input type="checkbox"/> <b>Please Recycle</b> |  |

• **Comments:**

Please find enclosed the following documents regarding the above-referenced company:

1. Electronic Filing Cover Sheet;
2. Articles of Organization;
3. Acceptance by Registered Agent; and
4. Affidavit of Limited Liability Company Pursuant to Florida Statutes Section

608.407(2).

I would appreciate your processing these documents for this company and forwarding a Certificate of Status and a Certified Copy to us via facsimile and regular U.S. mail.

If you have any questions concerning the enclosed, please give me a call.

/s/ *Julie McFadden*  
Enclosures  
8817-001

If there are any problems during transmission, please call *Julie McFadden* at (941) 489-1776.

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**ARTICLES OF ORGANIZATION  
OF  
FOUR UPPER CAPTIVA, L. L.C.**

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1. Name. The name of this limited liability company is Four Upper Captiva, L.L.C., a Florida limited liability company (the "Company").

2. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Business. The mailing and street address of the Company's principal office is 2122 Second Street, Fort Myers, Florida 33901.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Bruce D. Green. The street address of the initial registered agent of the Company is 12800 University Drive, Suite 600, Fort Myers, Florida 33907.

6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is eighty-eight thousand dollars (\$88,000). No additional contributions have been agreed upon.

7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

8. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

9. Management of the Company. The Company shall be managed by a manager or managers in accordance with the regulations adopted by all of the members. The names and addresses of the initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, are:

Paul D. Peden  
2122 Second Street  
Fort Myers, Florida 33901

Prepared By:  
Bruce D. Green  
Annis, Mitchell, Cockey, Edwards & Roehn, P.A.  
12800 University Drive, Suite 600  
Fort Myers, Florida 33907  
Phone: (941) 489-1776; Fax: (941) 489-2444

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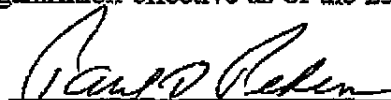
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10. Regulations. The manager or managers shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

11. Voting. The Company is authorized to issue membership units with voting rights and membership units without voting rights.

12. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.

The undersigned executed these Articles of Organization effective as of the 25th day of March, 1999.

  
Paul D. Peden, Member

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Bruce D. Green, Registered Agent

Dated: March 25, 1999

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**AFFIDAVIT OF LIMITED LIABILITY COMPANY**  
**PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)**

Paul D. Peden, as initial member of Four Upper Captiva, L.L.C., a Florida limited liability company (hereinafter referred to as the "Company") makes the following affidavit:

1. The Company has at least one (1) member.
2. The members of the Company have contributed a total of eighty-eight thousand dollars (\$88,000) of cash to the Company.
3. No additions of cash or other property have been agreed upon.

Executed this 25th day of March, 1999.

  
\_\_\_\_\_  
Paul D. Peden, Member

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