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March 23, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

900002817139--6
-03/23/99-01109-009
****337.50 ****337.50

Re: Coral Cove II, LLC

Dear Sirs:

Enclosed for filing pursuant to Chapter 608, Florida Statutes, is an original of the Articles of Organization of the above limited liability company and an Affidavit of Membership and Contributions, together with a photocopy of each and a check payable to the Secretary of State for \$337.50 to cover the filing fees and the cost of a certified copy.

Please send your letter of acknowledgment and a certified copy of the filing to me at the above address; and please telephone me if there are problems with this filing.

Thanks for your assistance.

Very truly yours,

R. Leigh Duemler

R. Leigh Duemler

Name	
Availability	
Document Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
Verifier	

R. Leigh Duemler GAVE
AUTHORIZATION BY PHONE TO
CORRECT Affidavit
DATE 3/24/99
DOC. EXAM *MLH*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**Articles of Organization
of
Coral Cove II, LLC**

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes, sections 608.401 - 608.514).

1. Name. The name of this limited liability company is Coral Cove II, LLC (the "Company").
2. Mailing Address and Street Address. The mailing address and the street address of the Company is as follows:

3645 Bonita Beach Road, Suite 3
Bonita Springs, Florida 34134

3. Duration. The period of duration of the Company shall be from the date of filing these Articles with the Department of State until the earlier of December 31, 2040 or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

4. Registered Office and Registered Agent. The initial registered office of the Company shall be at:

3645 Bonita Beach Road, Suite 3
Bonita Springs, Florida 34134

The name of the initial registered agent of the Company is Coral Cove, Inc., a Florida corporation having an office with a street address identical with the above registered office of the Company.

5. Additional Members. Additional Members may be admitted to the Company, but only if all the current members agree to the admission of the additional members and to the terms of admission.

6. Continuation of Business. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

7. Management of the Company. The management of the Company is reserved to the members. The member who will serve as manager is Coral Cove, LTD., a Florida limited partnership with an address at:

3645 Bonita Beach Road, Suite 3
Bonita Springs, Florida 34134.

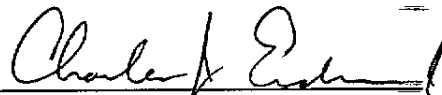
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8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing of the Articles of Organization by the Florida Department of State.

The undersigned member has executed these Articles of Organization effective as of March 23, 1999.

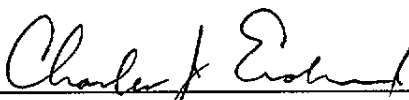
Coral Cove, LTD.,
A Florida limited partnership
By: Coral Cove, Inc.,
A Florida corporation, General Partner

By: 
Charles J. Erdman, Jr.
President

ACCEPTANCE OF APPOINTMENT

Having been named as registered agent and to accept service of process for Coral Cove I, LLC at the place designated in the foregoing Articles of Organization of said limited liability company, Coral Cove, Inc. hereby accepts the appointment as registered agent and agrees to act in that capacity. Coral Cove, Inc. agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

Coral Cove, Inc.,
A Florida corporation

By: 
Charles J. Erdman, Jr.
President

Date: March 23, 1999

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
Coral Cove II, LLC

The undersigned member of Coral Cove II, LLC, a Florida limited liability company, deposes and says:

1. the above-named limited liability company has at least one member;
2. the total amount of cash contributed by the members is \$100; and no property has been contributed.
3. the total amount of cash or property anticipated to be contributed by the members is \$1,250,000. This total includes the amount from 2 above.

Coral Cove, LTD,
A Florida limited partnership
By: Coral Cove, Inc.,
A Florida corporation, General Partner

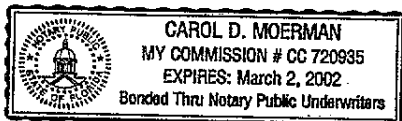
By: Charles J. Erdman, Jr.
Charles J. Erdman, Jr.
President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 23 day of March, 1999 by Charles J. Erdman, Jr., who is personally known to me.

My commission expires:

Carol D. Moerman
Notary Public



(Type or Print Name of Notary)

Commission No. _____