

L99000001923



ACCOUNT NO. : 072100000032

REFERENCE : 193859 6258A

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 285.00

ORDER DATE : April 5, 1999

ORDER TIME : 2:31 PM

ORDER NO. : 193859-005

700002829827--4

CUSTOMER NO: 6258A

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: OLD PORTPROPERTIES, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/6/99
Availability	<i>check</i>
Document	
Examiner	CONTACT PERSON: Jeanine Reynolds
Updater	DCC
Updater	
Verifyer	DCC
Acknowledgement	DCC
W. P. Verifyer	DCC

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 APR -5 PM 3:10

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR -5 PM 4:00

FILED

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6 pages

ARTICLES OF ORGANIZATION
OF
OLD PORT PROPERTIES, L.L.C.

Article 1. Name

The name of the Limited Liability Company is

Old Port Properties, 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 405 5th Avenue South, Suite 8, Naples, Florida 34102. The mailing address of the Limited Liability Company is 405 5th Avenue South, Suite 8, Naples, Florida 34102.

Article 4. Initial Registered Office and Agent

The initial registered office of the Limited Liability Company is at 405 5th Avenue South, Naples, Florida 34102. The name of the initial registered agent at that address is Daryl Andrews.

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.

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TALLAHASSEE, FLORIDA

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:

Daryl Andrews

405 5th Avenue South
Suite 8
Naples, Florida 34102

Daryl Andrews, as a member and manager, is authorized to execute these Articles of Organization and file them with the Florida Department of State.

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 2nd day of April, 1999.

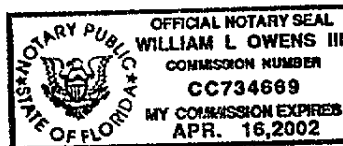

Daryl Andrews
Authorized Member

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

The foregoing instrument was acknowledged before me this 2nd day of April, 1999, by DARYL ANDREWS, (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:

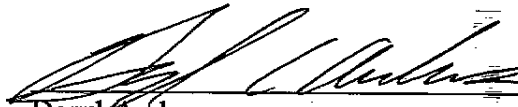


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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Old Port Properties, 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 2nd day of April, 1999.


Daryl Andrews
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR -5 PM 4: 00

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

DARYL ANDREWS, being duly sworn, deposes and says that:

1. I am a member of Old Port Properties, 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 \$5,000.00.

4. The total amount of cash and property anticipated to be contributed to the limited liability company by the members is \$250,000.00. The members reserve the right to contribute less than the anticipated amount of capital contributions to the limited liability company.

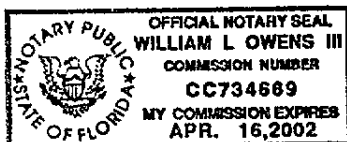
5. There is no other property or cash anticipated to be contributed at this time. If any additional contributions are made, the members shall file a supplemental affidavit of capital contributions with the Florida Department of State to reflect such additional contributions.

IN WITNESS WHEREOF, I have signed this affidavit.


Daryl Andrews

Sworn to before me this
2nd day of April, 1999


Notary Public



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TALLAHASSEE, FLORIDA