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April 20, 1999

Via Federal Express

Secretary of State  
The Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-04/22/99--01077--011  
\*\*\*\*337.50 \*\*\*\*337.50

Re: **Articles of Organization of St. Croix Management of Naples, L.L.C. , a Florida limited liability company and St. Croix Development of Naples, L.L.C., a Florida limited liability company**

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced limited liability companies. Also enclosed you will find two (2) checks, both in the amount of \$337.50 to cover the following costs:

1. \$250.00 - Filing Fee;
2. \$ 35.00 - Designation of Registered Agent;
3. \$ 52.50 - Certified Copy of the Articles of Organization.

TOTAL AMOUNT DUE - \$337.50 for each LLC

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.

Diane Whitacre, Paralegal to  
J. Thomas Conroy, III

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99 APR 22 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L99-2342

Name	[Signature]
Availability	[Signature]
Document Examiner	[Signature]
Notar	[Signature]
Recorder	[Signature]
Transfer	[Signature]
Knowledge Agent	[Signature]
P. Verifier	[Signature]

Encl.

**ARTICLES OF ORGANIZATION  
OF  
ST. CROIX MANAGEMENT OF NAPLES, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of this limited liability company is St. Croix Management of Naples, L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 4600 St. Croix Lane, Naples, Florida 34109. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

**ARTICLE III  
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV  
ORGANIZER**

The organizer of the Company is Frank P. Potestio, Jr., who is a natural person at least eighteen (18) years old.

**ARTICLE V  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

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**ARTICLE VI  
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Frank P. Potestio, Jr.  
4600 St. Croix Lane  
Naples, Florida 34109

Edward S. Finkelstein  
17842 Argyll Terrace  
Boca Raton, Florida 33490

Mark Finkelstein  
3324 Whitburn Court  
Ada, Michigan 49301

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**ARTICLE VII  
CONTRIBUTIONS**

The members in the aggregate have contributed to the Company One Thousand Dollars (\$1,000.00) in cash.

**ARTICLE VIII  
DISSOLUTION**

**Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member**

- (a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.
- (b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least two (2) remaining members. If a dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

**ARTICLE IX  
DISTRIBUTIONS**

**Section 9.01 Interim Distributions**

The Company may make interim distributions of property to its members as agreed by all of the members.

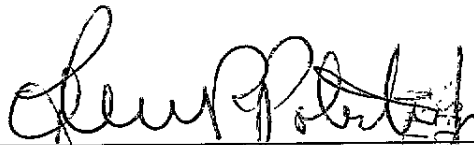
**Section 9.02 Winding-Up Distributions**

The Company may make winding-up distributions of property to its members as agreed by all of the members.

**ARTICLE X  
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO  
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 16<sup>th</sup> day of April, 1999.

  
By: Frank P. Potestio, Jr.  
Its: Managing Member

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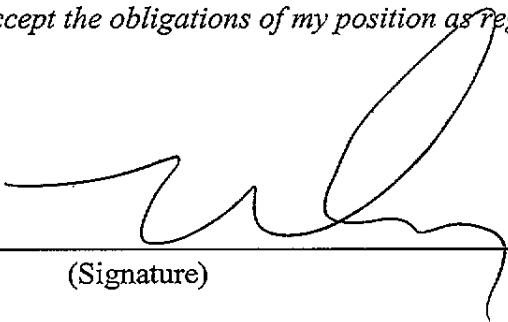
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: St. Croix Management of Naples, L.L.C.
2. The name and address of the registered agent and office is:

J. Thomas Conroy, III  
Morrison & Conroy, P.A.  
3838 Tamiami Trail North, Suite 402  
Naples, Florida 34103

*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 accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
(Signature)

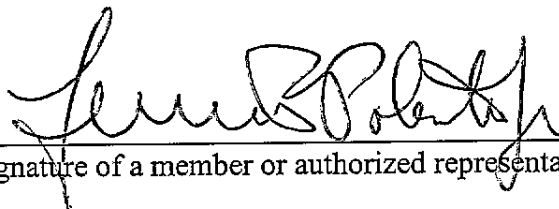
April, 20~~01~~ 1999

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of St. Croix Management of Naples, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0.00
- 5) the total amounts of 2, 3 and 4 is \$ 1,000.00



\_\_\_\_\_  
Signature of a member or authorized representative of a member

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

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