

L99000002744



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 185981 7103152

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 285.00

FILED  
99 MAR 29 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 29, 1999

ORDER TIME : 2:40 PM

ORDER NO. : 185981-005

200002822722--8

CUSTOMER NO: 7103152

CUSTOMER: Harold J. Webre, Esq  
GOODLETTE COLEMAN & JOHNSON,  
GOODLETTE COLEMAN & JOHNSON,  
Suite 300  
4001 Tamiami Trail North  
Naples, FL 34103

*Back dock*

DOMESTIC FILING

NAME: BURNT PINE MANAGEMENT, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

*W99-7531*

Name	_____
Availability	_____
Document	_____
Examiner	_____
Updater	_____
Updater	_____
Verifier	_____
Acknowledgement	_____
W. P. Verifier	_____

Name PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Availability	CERTIFIED COPY
Document <u>XX</u>	PLAIN STAMPED COPY
Examiner _____	CERTIFICATE OF GOOD STANDING

Updater CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

Updater	_____
Verifier	DCC

Acknowledgement	DCC
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W. P. Verifier	DCC
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RECEIVED  
99 MAR 29 PM 3:50  
DIVISION OF CORPORATION

L99000002744



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 1, 1999

JAMES GUY  
CSC

SUBJECT: BURNT PINE MANAGEMENT, L.L.C.  
Ref. Number: W99000007531

We have received your document for BURNT PINE MANAGEMENT, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

Sorry we failed to mention this in our previous correspondence.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 499A00016646



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 6, 1999

JAMES GUY  
CSC

SUBJECT: BURNT PINE MANAGEMENT, L.L.C.  
Ref. Number: W99000007531

We have received your document for BURNT PINE MANAGEMENT, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

You must tell how you admit additional members to the limited liability company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 999A00024842

**ARTICLES OF ORGANIZATION  
OF  
BURNT PINE MANAGEMENT, L.L.C.**

**FILED**  
99 MAR 29 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the sole initial members of a limited liability company to be organized under the Florida Limited Liability Company Act, adopt and submit the following Articles of Organization for such limited liability company:

**ARTICLE I  
NAME**

The name of the limited liability company (the "Company") shall be **BURNT PINE MANAGEMENT, L.L.C.**

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be **4001 Tamiami Trail North, Suite 265, Naples, Florida 34103.**

**ARTICLE III  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is **4001 Tamiami Trail North, Suite 265, Naples, Florida 34103**, and the name of the initial registered agent at such address is **Euro-American Consulting, Inc, a Florida corporation.**

**ARTICLE IV  
ADMISSION OF MEMBERS**

The members of the Company may admit new and substitute members to the Company upon the written consent of a Majority in Interest of the Members, as more fully described in and subject

to the terms, conditions and requirements set forth in the Company's Operating Agreement and Regulations. Newly admitted and substitute members shall have all of the rights and privileges as set forth in the Company's Operating Agreement and Regulations.

#### **ARTICLE V EFFECTIVE DATE**

The Company's effective date of existence shall begin on the date of filing of these Articles.

#### **ARTICLE VI DURATION**

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or any other event that would terminate the continued membership of a member in the Company, the remaining members shall have the right to to continue the business of the Company as provided in the Operating Agreement and Regulations.

#### **ARTICLE VII ADOPTION OF OPERATING AGREEMENT AND REGULATIONS**

The initial Operating Agreement and Regulations of the Company shall be adopted by its initial members. The Operating Agreement and Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

#### **ARTICLE VIII INITIAL MANAGERS**

The Company will be managed by a manager or managers, who shall be designated, appointed or elected as more fully described in the Operating Agreement and Regulations. The initial number of managers of the Company shall be two (2). The number of managers may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations. The name and business address of the members who shall serve as managers until their successors are elected and qualified are:


**Gulf Shore Investments, Inc., a Florida corporation  
4001 Tamiami Trail North  
Suite 265  
Naples, Florida 34103**

**International General Partner, Inc., a Florida corporation**  
4001 Tamiami Trail North  
Suite 265  
Naples, Florida 34103

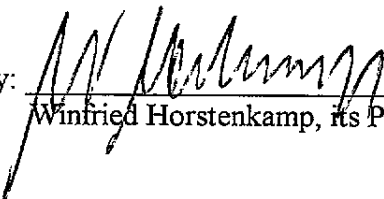
FILED  
99 MAR 29 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, being the sole initial members of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, have executed these Articles of Organization as of this 23<sup>rd</sup> day of March, 1999.

**GULF SHORE INVESTMENTS, INC., a**  
Florida corporation

By:   
Rainer N. Filthaut, its President

**INTERNATIONAL — GENERAL**  
**PARTNER, INC., a Florida corporation**

By:   
Winfried Horstenkamp, its President

ACCEPTANCE BY REGISTERED AGENT

I, Rainer N. Filthaut, as President of **Euro-American Consulting, Inc.**, a Florida corporation, having been duly designated to act as registered agent and to accept service of process for **Burnt Pine Management, L.L.C.**, a limited liability company to be organized under the Florida Limited Liability Company Act, 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 am familiar with and accept the designations of my position as Registered Agent.

**Euro-American Consulting, Inc.,**  
a Florida corporation, Registered Agent

By: *Rainer N. Filthaut*

Rainer N. Filthaut

Its: President

STATE OF FLORIDA  
COUNTY OF COLLIER

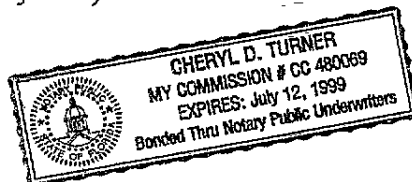
The foregoing instrument was acknowledged before me on this 23 day of March, 1999, by Rainer N. Filthaut, as President of **Euro-American Consulting, Inc.**, a Florida corporation, who is personally known to me or has produced a Florida's drivers license as identification.

*Cheryl D. Turner*  
Notary Public

State of Florida at Large

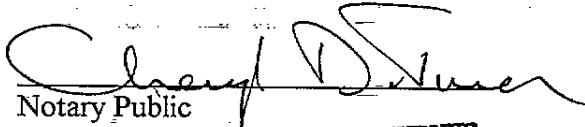
My Commission Expires: July 12, 1999

(Notary Seal)

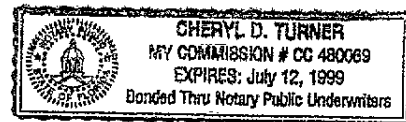


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SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me on this 23 day of March 1999, by Rainer N. Filthaut, as President of **Gulf Shore Investments, Inc.**, a Florida corporation and Member, (X) who is personally known to me or ( ) who produced his driver's license as identification.

  
Notary Public  
Print Name: CHERYL D. TURNER  
State of Florida at Large  
My Commission Expires: July 12, 1999

(Notary Seal)



SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me on this 23 day of March 1999, by Winfried Horstenkamp, as President of **International General Partner, Inc.**, a Florida corporation and Member, (X) who is personally known to me or ( ) who produced his driver's license as identification.

  
Notary Public  
Print Name: CHERYL D. TURNER  
State of Florida at Large  
My Commission Expires: July 12, 1999

(Notary Seal)



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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF BURNT PINE MANAGEMENT, L.L.C.**

STATE OF FLORIDA  
COUNTY OF COLLIER

FILED  
99 MAR 29 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the sole initial members of **BURNT PINE MANAGEMENT, L.L.C.**, a limited liability company to be organized under the Florida Limited Liability Company Act, being first duly sworn, hereby state the following:

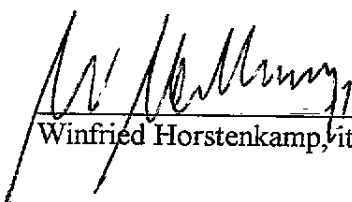
The name of the Limited Liability Company (the "Company") is **BURNT PINE MANAGEMENT, L.L.C.**

1. The Company has two (2) members.
2. The total amount of cash contributed by the members is \$3,000
3. The total anticipated amount of initial contributions by the members is **\$3,000.00.**
4. If any, the agreed value of property other than cash contributed by members is \$ 0

**GULF SHORE INVESTMENTS, INC., a**  
Florida corporation, Member

By:   
Rainer N. Filthaut, its President

**INTERNATIONAL GENERAL  
PARTNER, INC. , a Florida corporation,**  
Member

By:   
Winfried Horstenkamp, its President