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TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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SUBJECT: NDC MILANO, L.C.

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$ 250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent
\$ 8.75 Certificate of Status
\$ 52.50 Certified copy

From: Stephen D. Coleman
NDC Milano, L.C.
5811 Pelican Bay Blvd., Suite 208
Naples, Florida 34108
(941) 566-2719

Name Availability	
Document Examiner	DCC
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*DRA must be an
active entity.*

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May 12, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

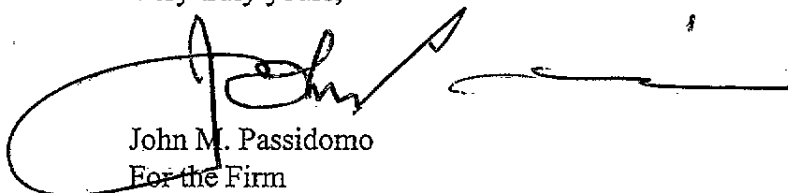
Re: NDC Milano, L.C.

Dear Sir or Madam:

Enclosed is an original and one copy of the revised Articles of Incorporation for NDC Milano, L.C. The Articles of Incorporation previously submitted were rejected by your department on March 4, 1999 because the registered agent was not a recognized entity by the State of Florida.

Fees totaling \$346.25 which represented the filing fee, designation of registered agent, certificate of status and certified copy were retained by your department. Kindly place the enclosed Articles of Incorporation on file and return a certified copy to me. Please contact me should you need further information or documentation.

Very truly yours,



John M. Passidomo
For the Firm

JMP/skg

Enclosure

ARTICLES OF ORGANIZATION FOR NDC MILANO, L.C.

Article I - Name

The name of the Limited Liability Company is NDC Milano, L.C.

Article II - Address

The mailing address and street address of the principal office of the Limited Liability Company is 5811 Pelican Bay Blvd. Suite 208, Naples, Florida 34108 and the principal business office in the State of Florida is 5811 Pelican Bay Blvd., Suite 208, Naples, Florida 34108.

Article III - Duration

The period of duration for the Limited Liability Company shall be twenty (20) years.

Article IV - Management

The Limited Liability Company is to be managed by the following member:

Majestic West, Inc., 5811 Pelican Bay Blvd., Suite 208, Naples, Florida 34108,

Article V - Admission of Additional Members

The members shall have the right to admit additional members and the terms and conditions of the admission shall be by unanimous consent of all of the members.

Article VI - Members Right to Continue Business

The remaining members of the Limited Liability Company shall have the right to continue the business on 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.

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Article VII - Registered Agent

The name and address of the registered agent of the Limited Liability Company is John M. Passidomo, c/o Cheffey Passidomo Wilson and Johnson, LLP, 821 Fifth Avenue South, Suite 201, Naples, Florida 34102.

Respectfully submitted this 12th day of May, 1999.

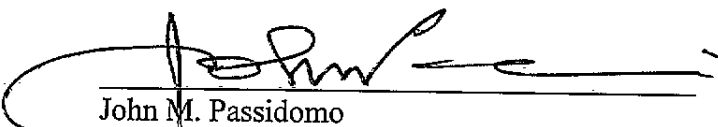


Stephen D. Coleman

CERTIFICATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the NDC MILANO, L.C. 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 and accept the obligations of my position as registered agent.

Date: May 12, 1999



John M. Passidomo
c/o Cheffey Passidomo Wilson & Johnson
821 Fifth Avenue South Suite 201
Naples, Florida 34102
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STATE OF FLORIDA
COUNTY OF COLLIER

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

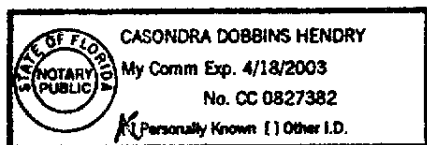
The undersigned member of NDC MILANO, L.C. deposes and says:


1. The above named limited liability company has at least one member;
2. The total amount of cash contributed by the members is \$ 10,000.00;
3. There is no property other than cash contributed by the members;
4. The amount of cash or property anticipated to be contributed by members is \$ 100,000.00;
5. The total amounts of 2, 3, and 4 is \$ 110,000.00.

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Stephen D. Coleman

Sworn to and subscribed before me this 12th day of May, 1999, by Stephen D. Coleman, who is personally known to me or who produced _____ as identification.




Notary