

L99000003280



ACCOUNT NO. : 072100000032
REFERENCE : 266455 7103152
AUTHORIZATION :
COST LIMIT : \$ 70.00

Patricia Pruitt

*\$285.00
ok per Angie Glisar*

ORDER DATE : June 8, 1999
ORDER TIME : 10:17 AM
ORDER NO. : 266455-005
CUSTOMER NO: 7103152

100002898041--4

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

DOMESTIC FILING

NAME: 180 9TH STREET SOUTH, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN -8 PM 12:45

FILED

1 mon

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN -8 AM 11:34

RECEIVED

Name	6/8/99	CERTIFIED COPY
Availability	XX	PLAIN STAMPED COPY
	CCC	CERTIFICATE OF GOOD STANDING
Document Examiner	CONTACT PERSON:	Janna Wilson
Updater	ncc	
Updater Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	JCC	

EXAMINER'S INITIALS:

L99000003280

**ARTICLES OF ORGANIZATION
OF
180 9TH STREET SOUTH, L.L.C.**

99 JUN -8 PM 12:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be **180 9TH STREET SOUTH, 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 member 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 the member, or any other event that would terminate the continued membership of the member in the Company, the remaining members, if any, shall have the right 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 member. 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 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 managers 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**

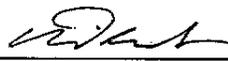
**International General Partner, Inc., a Florida corporation
4001 Tamiami Trail North
Suite 265
Naples, Florida 34103**

FILED
99 JUN -8 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, being the sole initial member of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, has executed these Articles of Organization as of this 7th day of June, 1999.

**NAPLES COMMERCIAL INVESTMENT,
LTD., a Florida limited partnership**

**BY: Gulf Shore Investments, Inc., a Florida
corporation, its General Partner**

By: 
Rainer N. Filthaut, its President

ACCEPTANCE BY REGISTERED AGENT

FILED
JUN - 8 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32399

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 180 9th Street South, 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

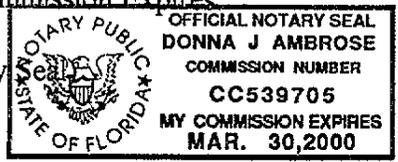
By: *Rainer N. Filthaut*
Rainer N. Filthaut
Its: President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 7th day of June, 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.

Donna J. Ambrose
Notary Public
State of Florida at Large
My Commission Expires:

(Notary Seal)



**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF 180 9TH STREET SOUTH, L.L.C.**

FILED
99 JUN -8 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF COLLIER

The undersigned, being the sole initial member of **180 9TH STREET SOUTH, L.L.C.**, a limited liability company to be organized under the Florida Limited Liability Company Act, being first duly sworn, hereby states the following:

1. The name of the Limited Liability Company (the "Company") is **180 9TH STREET SOUTH, L.L.C.**
2. The Company has one (1) member.
3. The member shall contribute **\$400,000.00** cash to the Company, and no other property other than the foregoing amount of cash is contributed.
4. The total anticipated amount of contributions by the member is **\$400,000.00**.

NAPLES COMMERCIAL INVESTMENT,
LTD., a Florida limited partnership, Member

BY: Gulf Shore Investments, Inc., a Florida
Corporation, its General Partner

By: 
Rainer N. Filthaut, its President

SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me on this 14 day of June 1999, by Rainer N. Filthaut, as President of Gulf Shore Investments, Inc., a Florida corporation, as General Partner and on behalf of **Naples Commercial Investment, Ltd.**, a Florida limited partnership and Member, () who is personally known to me or () who produced his driver's license as identification.

Donna J. Ambrose

Notary Public

Print Name: *Donna J. Ambrose*
State of Florida
My Commission Expires

OFFICIAL NOTARY SEAL
DONNA J. AMBROSE
COMMISSION NUMBER
CC539705
MY COMMISSION EXPIRES
MAR. 30, 2000

(Notary Seal)