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NAME: Miromar Properties Phase V, L.L.C.

AUDIT NUMBER.....H99000016063

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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**ARTICLES OF ORGANIZATION
OF**

MIROMAR PROPERTIES PHASE V, L.L.C.

1. **Name.** The name of this limited liability company is Miromar Properties Phase V, L.L.C., a Florida limited liability company (the "Company").
2. **Duration.** The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. **Place of Business.** The mailing and street address of the Company's principal office is 10801 Corkscrew Road, Suite 199, Estero, Florida 33921.
5. **Registered Agent and Office.** The name of the initial registered agent of the Company is Michael J. Ciccarone, Esquire. The street address of the initial registered agent of the Company is One University Park, Suite 600, 12800 University Drive, Fort Myers, Florida 33907.
6. **Contributions to the Company.** The total amount of cash initially contributed to the Company by the members is one thousand dollars (\$1,000). No additional contributions have been agreed upon.
7. **Additional Members.** Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
8. **Termination of Membership.** Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.
9. **Management of the Company.** The Company shall be managed by a member or members in accordance with the regulations adopted by all of the members. The name and address of the initial member are:

Miromar Holdings, Inc.
10801 Corkscrew Road, Suite 199
Estero, Florida 33921

999-57614

Bruce D. Green, Esq.
12800 University Drive, Suite 600
Fort Myers, FL 33907
Phone: (941) 489-1776
FL Bar No.: 260533

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10. Regulations. The member or members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

11. Voting. The Company is authorized to issue membership units with voting rights and membership units without voting rights.

12. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.

The undersigned executed these Articles of Organization on the 30th day of June, 1999.

Member:

Miromar Holdings, Inc.

By: _____

H. Georges Chami, Vice President

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AFFIDAVIT OF LIMITED LIABILITY COMPANY
PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)

H. Georges Chami, as Vice President of Miromar Holdings, Inc., the initial member of Miromar Properties Phase V, L.L.C., a Florida limited liability company (hereinafter referred to as the "Company") makes the following affidavit:

1. The Company has at least one (1) member.
2. The members of the Company have contributed a total of one thousand dollars (\$1,000) of cash to the Company.
3. No additions of cash or other property have been agreed upon.

Executed on June 30, 1999.

Member:

Miromar Holdings, Inc.

By: _____

H. Georges Chami, Vice President

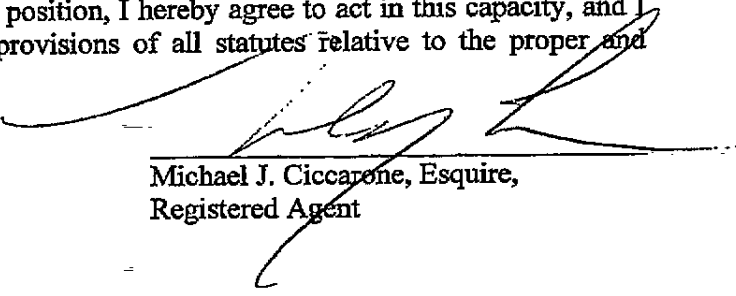
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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for Miromar Properties Phase V, L.L.C., at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Michael J. Ciccarone, Esquire,
Registered Agent

Dated: June 30, 1999

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