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CORPORATION NAME	(S) & DOCUMENT NUME	BER(S), (if known):	i ou
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pp.,702°# () 1 3 de	AMENDMENTS	<u>,</u>	
NEW FILINGS	Amendment		
Non-Profit	Resignation of R.A., Office	er/Director	
XX Limited Liability	Change of Registered Age		
Domestication	Dissolution/Withdrawal	manage garage garage	
Other	Merger		029465179 7/30/9901090021
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OTHER FILINGS	REGISTRATION/QUALIFIC	SATION	
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		Examiner's Initials	

ARTICLES OF ORGANIZATION

OF

SUSSEX HOLDINGS, LLC.

SECON OF CORPORATIONS

THE UNDERSIGNED hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

Name

The name of the limited liability company (the "Company") shall be SUSSEX HOLDINGS, LLC.

ARTICLE II

Address

The mailing and street address of the Company's principal office is:

SUSSEX HOLDINGS, LLC 205 Parkshore Drive, Unit # 413 Naples, Florida 34102

ARTICLE III

Purposes

The general nature of the business or businesses to be transacted and which the Company is authorized to transact shall be as follows:

A. To engage in any activity or business authorized under the Florida Statutes.

B. In general, to carry on any and all incidental business; to have and exercise all the poser conferred by the laws of the State of Florida, and to do any and all things herein set forth; to the same extent as a natural person might or could do.

ARTICLE IV

Duration

The duration for the Company is perpetual.

ARTICLE V

Registered Agent and Office

The name of the Company's initial registered agent in Florida is Andrew Smith and the address of the Company's registered agent in Florida is 205 Parkshore Drive, Unit # 413, Naples, Florida 34102.

ARTICLE VI

Management

The Company is to be managed by the members. The managing member is identified as follows:

Mr. Andrew Smith 205 Parkshore Drive Unit # 413 Naples, Florida 34102

ARTICLE VII

Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the

existing members shall determine the amount and nature of the contribution by new members at the time the new members are admitted.

ARTICLE VIII

Continuation of Business Operations

The Company may continue its business operations upon 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 only upon the unanimous approval of the remaining members.

ARTICLE IX

Transferability of Member's Interest

A member's interest in the Company shall not be transferred unless the transfer is approved by the members in accordance with the Company's regulations.

IN WITNESS WHE	CREOF , the undersigned has executed these Articles of Organization
this 27 day of July, 1999.	Andrew Smith
STATE OF FLORIDA COUNTY OF COLLIER)

Before me, the undersigned authority, on this day personally appeared ANDREW SMITH, who executed the foregoing instrument in his personal capacity and who is personally known to me or who has produced ______ as identification and who did not take an oath.

WITNESS my hand and official seal in the G	County and State last aforesaid, this 2 day
of July, 1999.	Stanley cilestant &
	Notary Public
	Printer Name Stante Lieberfarb
My Commission Expires: My Commission No. is:	MY COMMISSION # CC 768318 EXPIRES: August 29, 2002 Bonded Thru Notary Public Underwriters

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company, at the place designated in Article VI of these Articles of Organization, the undersigned party hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

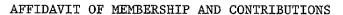
Dated this 28 day of July, 1999.

Andrew Sm

Prepared By & Return To:

STANLEY J. LIEBERFARB, ESQ Treiser, Kobza & Volpe, Chtd. The Northern Trust Bank Building 4001 North Tamiami Trail, Suite 330 Naples, Florida 34103 (941) 649-4900

P:\Clients Transactions\Smith, Andrew 1494\Sussex Holdings, LLC\Articles Of Organization



of SUSSEX HOLDINGS, LLC



STATE OF FLORIDA)
COUNTY OF COLLIER)

BEFORE ME, the undersigned authority, personally appeared **ANDREW SMITH**, who after being duly sworn, deposes and states as follows:

- 1. I am the duly appointed and acting Managing Member of SUSSEX HOLDINGS, LLC., a Limited Liability Company, and I have firsthand knowledge of and am competent to testify to the facts contained in this Affidavit.
 - 2. The company currently has two (2) Members:

Andrew Smith

205 Parkshore Drive, Unit # 413

Naples, Florida 34102

Adam Smith

205 Parkshore Drive, Unit #413

Naples, Florida 34102

- 3. The amount of capital contributions to the company made by the Members is, in the aggregate, Five Thousand and 00/100 Dollars (\$ 5,000.00). No non-cash property has been contributed by the members.
- 4. At this time, it is not anticipated that additional capital contributions will be made by the Members.

DATED this <u>48</u> day of July, 1999.

SUSSEX HOLDINGS, LLC.

By:

ANDREW SMITH Maraging Member

NOTORIZATION

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared ANDREW SMITH, who is personally known to me and has read and executed the foregoing instrument, and who did/did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid on this

_______ day of July, 1999.

Notary Public

State of Florida At Large

Notary Public - Printed/Typed

STANLEY LIEBERFARB
MY COMMISSION # CC 768318
EXPIRES: August 29, 2002

My Commission Number: My Commission Expires:

P.\Clients Transactions\Smith, Andrew 1494\Sussex Communities 2332\Affidavit Of Contributions