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August 20, 1999

*Via Federal Express*

Secretary of State  
The Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

100002967441--2  
-08/24/99--01003--015  
\*\*\*\*337.50 \*\*\*\*337.50

Re: Articles of Organization for TCW III, L.L.C.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$337.50 to cover the following costs:

1. \$250.00 - Filing Fee;
2. \$35.00 - Designation of Registered Agent;
3. \$52.50 - Certified Copy of the Articles of Organization.

TOTAL AMOUNT DUE - \$337.50

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.

*Michele W. Shelton*

Michele W. Shelton  
Secretary to David N. Morrison

mws

Encl.

L99-5292

Name	<i>OK</i>
Availability	<i>8-24</i>
Document Examiner	<i>OK</i>
Updater	<i>OK</i>
Updater Verifier	<i>OK</i>
Acknowledgement	<i>OK</i>
W. P. Verifier	<i>OK</i>

**ARTICLES OF ORGANIZATION  
OF  
TCW III, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of this limited liability Company is TCW III, L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 533 Turtle Hatch Lane, Naples, Florida 34103. The Company's registered agent is David N. Morrison, Esq., whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

**ARTICLE III  
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV  
ORGANIZER**

The organizers of the Company are Patricia J. Pistner, Stephen L. Pistner and Mark C. Bates, who are natural persons at least eighteen (18) years old.

**ARTICLE V  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

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09 AUG 24 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VI MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's Operating Agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The names and addresses of the managing members are:

Patricia J. Pistner  
10 Seagate Drive  
Naples, Florida 34103

Stephen L. Pistner  
10 Seagate Drive  
Naples, Florida 34103

Mark C. Bates  
533 Turtle Hatch Lane  
Naples, Florida 34103

## **ARTICLE VII CONTRIBUTIONS**

The members in the aggregate have contributed to the Company One Hundred Dollars (\$100.00) in cash.

## **ARTICLE VIII DISSOLUTION**

"Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company. To avoid dissolution under this Article VIII, the Company must have at least two (2) remaining members. If a dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member. In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

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TALLAHASSEE, FLORIDA

**ARTICLE IX  
DISTRIBUTIONS**

The Company may make interim distributions to its members as agreed by all of the members. The Company may make winding-up distributions to its members as agreed by all of the members.

**ARTICLE X  
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO  
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's Operating Agreement, then, to the extent allowed by law, the Operating Agreement will govern.

Executed this 19<sup>th</sup> day of August, 1999.



By: Patricia J. Pistner  
Its: Managing Member



By: Stephen L. Pistner  
Its: Managing Member



By: Mark C. Bates  
Its: Managing Member

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TALLAHASSEE, FLORIDA  
99 AUG 24 AM 8:30

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability Company is: TCW III, L.L.C.
2. The name and address of the registered agent and office is:

David N. Morrison, Esq.  
Morrison & Conroy, P.A.  
3838 Tamiami Trail North, Suite 402  
Naples, Florida 34103

*Having been named as registered agent and to accept service of process for the above stated limited liability Company 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 accept the obligations of my position as registered agent.*

  
(Signature)

August 19, 1999

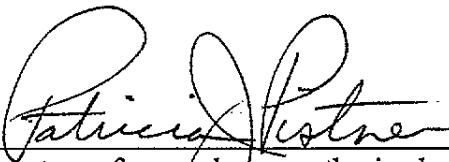
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TALLAHASSEE, FLORIDA  
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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of TCW III, L.L.C. deposes and says:

- 1) the above named limited liability Company has three members initially;
- 2) the total amount of cash contributed by the member(s) is \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0.00
- 5) the total amounts of 2, 3 and 4 is \$ 100.00



Signature of a member or authorized representative of a member

(In accordance with section 608.408(3) Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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59 AUG 24 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA