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 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
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 SUITE 808  
 315 SOUTH CALHOUN ST  
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 TAMPA, FLORIDA 33606  
 (813) 281-2222  
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**MEMORANDUM**

Via Federal Express

WILLIAM J. ROBERTS  
OF COUNSEL

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 -09/24/99--01049--001  
 \*\*\*\*285.00 \*\*\*\*285.00

TO: Ms. Terrie Ream *224-4070*

FROM: Gillian Tjon, Paralegal *Call when ready*

DATE: September 23, 1999

RE: Twin Eagles, et al.; Chapter 11

*Secretary of State*

In connection with the above-referenced matter, enclosed please find Articles of Organization which need to be filed with the Secretary of State. Erik would like to have this filed tomorrow and the enclosed copy date-stamped. The filing fee is \$285 which includes the fee for filing a Designation of Registered Agent.

Please call me if you have any questions and thank you for all your help.

Enclosure

*File # 403,99130.*

Name	MJH
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
v. P. Verifier	

PAID SEP 24 1999

*entered*  
*JR*

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 TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
NAPLES LENDING GROUP, L.C.**

I, Daniel E. Carter, President of ITG Investor Group II, Inc, a member of Naples Lending Group, L.C. (the "Company") do hereby submit these Articles of Organization to the office of the Secretary of State of the State of Florida pursuant to Section 608.407 Florida Statutes for the purpose of forming a limited liability company to engage in any lawful acts or activities for which limited liability companies may be formed under the laws of the State of Florida

**ARTICLE I - Name**

The name of the Limited Liability Company is Naples Lending Group, L.C.

**ARTICLE II - Address:**

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

440 Livingston Road  
Naples Florida 34109

**ARTICLE III - Initial Registered Agent:**

The name and street address of its initial registered agent for service of process in the state is:

Daniel E. Carter  
440 Livingston Road  
Naples Florida 34109

**ARTICLE IV - Duration:**

The period of duration for the Company shall be perpetual.

**ARTICLE V - Management**

The Company is to be managed by the members and the names and addresses of the managing members are:

ITG Investor Group II, Inc.  
440 Livingston Road  
Naples, Florida 34109

JBJ Lending Company  
2626 Cole Ave., Suite 700  
Dallas, Tx 75201

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**ARTICLE VI - Admission of Additional Members**

The members may admit additional members upon the unanimous vote of the then members of the Company.

**ARTICLE VII - Right to Continue Business**

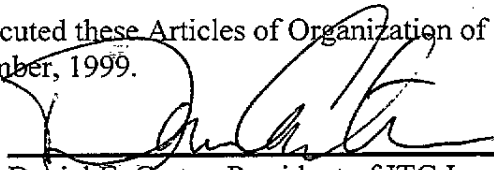
The members shall determine whether to continue business of the Company upon the death, retirement, resignation, or expulsion of a member, or any other termination, for any reason, of a member's membership interest in the Company.

**ARTICLE VIII - Affidavit of Membership and Contributions**

The undersigned member or authorized representative of a member of Naples Lending Group, L.C. certifies:

- 1) the above named limited liability company has at least two (2) members;
- 2) the total amount of cash contributed by members is \$5,000; and
- 3) the total amount of cash and property contributed and anticipated to be contributed by members is \$5,000.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization of Naples Lending Group, L.C. this 23rd day of September, 1999.

  
 Daniel E. Carter, President of ITG Investor Group II, Inc., 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.)

STATE OF FLORIDA \_\_\_\_\_

COUNTY OF ORANGE \_\_\_\_\_

The foregoing instrument was acknowledged before me this 23rd day of September, 1999, by Daniel E. Carter, President of ITG Investor Group II, Inc.. Such person has produced his Florida driver's license as identification.

(NOTARY SEAL) \_\_\_\_\_

  
 NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: \_\_\_\_\_  
My Commission expires: \_\_\_\_\_



DEBRA M. MCCUTCHEON  
MY COMMISSION # CC478989 EXPIRES  
October 25, 1999  
BONDED THRU TROY FAIR INSURANCE, INC

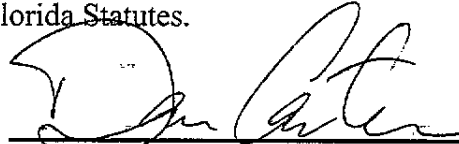
**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT OF NAPLES LENDING GROUP, L.C., A FLORIDA LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1) The name of the company is Naples Lending Group, L.C.
- 2) The name and address of the registered agent are:

Daniel E. Carter  
440 Livingston Road  
Naples, Florida 34109

- 3) I am familiar with and hereby accept the duties and responsibilities as registered agent of the Company, as provided in Chapter 608, Florida Statutes.



Daniel E. Carter

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd day of September, 1999, by Daniel E. Carter, President of ITG Investor Group II, Inc. Such person has produced his Florida driver's license as identification.

NOTARY SEAL)

NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: Debra M. McCutcheon

My Commission expires: \_\_\_\_\_



DEBRA M. MCCUTCHEON  
MY COMMISSION # CC478989 EXPIRES  
October 25, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.