

L990000006039
STEWART & STORTER

JAMES C. STEWART, JR.*
*ALSO ADMITTED IN GEORGIA

SUSAN J. STORTER **
**PRACTICE LIMITED TO ADOPTION

DANEILLE D. STEWART, CLU, GFLA
CERTIFIED LEGAL ASSISTANT

LISA A. ROSADO
LEGAL ASSISTANT

ATTORNEYS AT LAW

(941) 353-1040

FAX (941) 353-5191

E-MAIL STEWARTANDSTORTER@WORLDNET.ATT.NET

SUITE 101
2121 COUNTY ROAD 951
GOLDEN GATE, FL 34116-6543

September 17, 1999

VIA FEDERAL EXPRESS

DIVISION OF CORPORATIONS

Florida Department of State

Post Office Box 6327

Tallahassee, Florida 32314

RE: Washburn Realty, L.L.C.

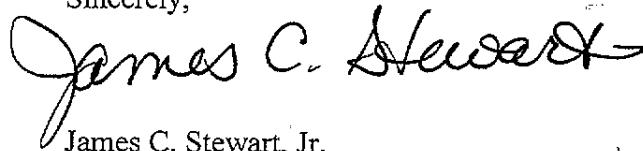
Dear Sir or Madam:

Enclosed herein please find articles of organization together with the applicable affidavit for the above referenced corporation. Also enclosed is my client's check in the amount of \$337.50 to cover the cost of filing and the cost of a certified copy of the filed articles.

Please also note that corporate existence of the corporation commences September 17, 1999.

Please file the foregoing articles and send a certified copy of the filed articles to me at the above address in the enclosed Federal Express envelope. I appreciate your assistance in this matter.

Sincerely,


James C. Stewart, Jr.

cc:

Signed in his absence
to expedite delivery

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ARTICLES OF ORGANIZATION

OF

WASHBURN REALTY, L.L.C.,

a Florida limited liability company

THE UNDERSIGNED initial managing member of WASHBURN REALTY, L.L.C., *a Florida limited liability company* (the "Company"), hereby certify that the members of the Company 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 serve as the Charter and authority for the conduct of business of the Company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Company shall be:

WASHBURN REALTY, L.L.C.,
a Florida limited liability company,

and its principal office shall be located at:

c/o STEWART & STORTER, ATTORNEYS AT LAW
Suite 101
2121 County Road 951
Golden Gate, Florida 34116-6543,

but the Company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the Company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the *Florida Statutes*.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any

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and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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ARTICLE III
EXERCISE OF POWERS

All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of, the members of this Company. This Article may be amended from time to time in the regulations of the Company by a unanimous vote of the members of the Company.

ARTICLE IV
MANAGEMENT

This Company shall be managed by **ONE (1)** manager. The name and address of the person who shall serve as manager until the later of (i) the first annual meeting of the members or (ii) a successor is elected and qualified are as follows:

GERARD W. ROUSSEAU, SR.
c/o **STEWART & STORTER, ATTORNEYS AT LAW**
Suite 101
2121 County Road 951
Golden Gate, Florida 34116-6543

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ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of **ONE HUNDRED AND NO/100S DOLLARS (\$100.00)** shall be paid to the Company by the members. Additional contributions will be made as required for business purposes, as determined by unanimous consent of the members. Members will make contributions in such shares as shall be determined by unanimous consent of the members.

ARTICLE VII

PROFITS AND LOSSES

(a). *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the Company business that remain after the payment of the expenses of conducting the business of the Company. Each member shall be entitled to the distributive share of the profits specified in the percentages set forth in Article VI. The distributive share of the profits shall be determined and paid to the members as determined by the members from time-to-time, taking into account the working capital needs of the Company.

(b). *Losses.* All losses that occur in the operation of the Company business shall be paid out of the capital of the Company and the profits of the business.

ARTICLE VIII

DURATION

This Company shall exist until September 17, 2019, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is:

c/o STEWART & STORTER, ATTORNEYS AT LAW
Suite 101
2121 County Road 951
Golden Gate, Florida 34116-6543,

and the name of the company's initial registered agent at that address is:

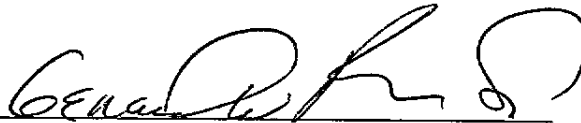
JAMES C. STEWART, JR.

THE UNDERSIGNED, being one of the original members of the Company, certifies that this instrument constitutes the Articles of Organization of, *a Florida limited liability company*.

EXECUTED BY the undersigned at Naples, Collier County, Florida, this ____ day

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of SEPTEMBER, 1999.


GERARD W. ROUSSEAU, SR.

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named as registered agent for the above-stated limited liability company, at the place designated in these Articles of Organization, I state that I am familiar with and I accept the obligations of registered agent of the above stated limited liability company, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations as registered agent under the FLORIDA LIMITED LIABILITY COMPANY ACT.


JAMES C. STEWART, JR.
Registered Agent

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AFFIDAVIT UNDER FLORIDA STATUTES § 608.407(2)

OF

WASHBURN REALTY, L.L.C.,
a Florida limited liability company

STATE OF FLORIDA

COUNTY OF COLLIER

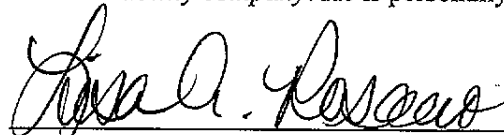
IN COMPLIANCE with *Florida Statutes §608.407(2)*, the undersigned member of **WASHBURN REALTY, L.L.C.,** *a Florida limited liability company*, deposes and says:

- 1) The limited liability company identified above has at least two members.
- 2) The total amount of cash contributed by the members is \$100.00.
- 3) If any, the agreed value of property other than cash contributed by the members is \$0.00.
- 4) The total amount of cash or property anticipated to be contributed by the members is \$100.00. This total includes amounts from 2 and 3 above.

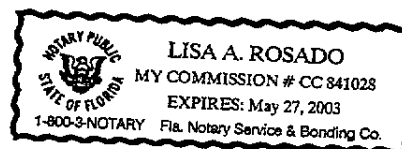
FURTHER AFFIANT SAYETH NAUGHT


GERARD W. ROUSSEAU, SR.

THE FOREGOING INSTRUMENT was acknowledged before me this 17th day of SEPTEMBER, 1999, by **GERARD W. ROUSSEAU, SR.**, member, on behalf of **WASHBURN REALTY, L.L.C.,** *a Florida limited liability company*. He is personally known to me.



NOTARY PUBLIC – STATE OF FLORIDA AT LARGE



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