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TROUTMAN SANDERS LLP

ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

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September 28, 1999

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

800003001788--5
-09/30/99-01064-015
****285.00 ****285.00

RE: Articles of Organization for Basik Partners Naples, L.L.C.

Dear Sir or Madam:

Enclosed please find Articles of Organization for Basik Partners Naples, L.L.C., including Affidavit and Certificate of Designation of Registered Agent/Registered Office. Also enclosed is this firm's check in the amount of \$285 to cover the filing fees related thereto.

Should you have any questions regarding this filing please contact me by telephone or email at the address and number above.

Please forward your letter acknowledging this filing to me as soon as possible.

Thank you for your assistance.

Yours truly,



Diane R. Walker
Paralegal

enclosures (check)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FOR
BASIK PARTNERS NAPLES, L.L.C.

Article I - Name:

The name of the limited liability company is:

BASIK PARTNERS NAPLES, L.L.C. (the "Company").

Article II - Duration:

The period of duration for the Company shall be:

The term of the Company shall commence on the date these Articles of Organization are filed with the Secretary of State of Florida and shall continue for thirty (30) years thereafter, unless earlier dissolved in accordance with the Florida Limited Liability Company Act.

Article III - Address:

The mailing address and street address of the principal office of the Company is: Parkway Financial Center, 720 Goodlette Road, Suite 305, Naples, Florida 34102.

Article IV - Initial Registered Agent:

Pursuant to the Certificate of Designation of Registered Agent/Registered Office, attached hereto, the name and street address of the initial registered agent of the Company is:

Mr. Keith Basik
Parkway Financial Center
720 Goodlette Road
Suite 305
Naples, Florida 34102

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V - Admission of Additional Members:

The right of the remaining members to admit additional members and the terms and conditions of the admission shall be:

Additional Members may be admitted to the Company by the unanimous decision of all the Members. However, any newly admitted Member must agree to abide by the Regulations of the Company. The Members shall also determine the capital contribution, if any, required of such additional Member, and such additional Member's Capital Account and participation in the net income of the Company, except as otherwise provided in the Regulations

Article VI - Members Rights to Continue Business:

The right of the remaining members of the Company to continue the business of the Company on 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 Company shall be:

Pursuant to Section 14.1 of the Regulations of the Company, the Company shall be dissolved upon the occurrence of any of the following events:

- (a) The expiration of the period fixed for the duration of the Company as set out in these Articles of Organization and in Section 2.4 of the Regulations of the Company.
- (b) The Members unanimously agree in writing to dissolve the Company.
- (c) Sixty (60) days following the bankruptcy of a Member.

Article VII - Management:

The Company is to be managed by a manager and the name and address of such manager who is to serve as the manager is:

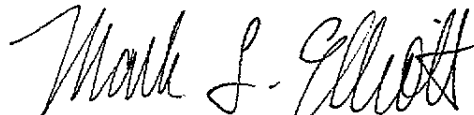
Keith Basik
Parkway Financial Center
720 Goodlette Road, Suite 305
Naples, Florida 34102

Article VIII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Blue Reef Investment, L.L.C. certifies:

- | | |
|--|------------|
| 1) the above named limited liability company has at least one member; | |
| 2) the total amount of cash contributed by the member(s) is | \$ 2000.00 |
| 3) If any, the agreed value of property other than cash contribute by member(s) is (A description of the property is attached and made a part hereto); and | \$ 0.00 |
| 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is | \$ 2000.00 |

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 18th day of September, 1999.



Mark L. Elliott, Esq., Authorized Representative

**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: Basik Partners Naples, L.L.C.

2. The name and address of the registered agent and office is:

Keith Basik
(Name)
Parkway Financial Center, 720 Goodlette Road, Suite 305
(P.O. Box not acceptable)
Naples, FL 34102
(City/State/Zip)

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 and accept the obligations of my position as registered agent.


(Signature)
Keith Basik

9/27/99
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

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99 SEP 30 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA