

199000007560



ACCOUNT NO. : 072100000032

REFERENCE : 471060 80457A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 155.00

ORDER DATE : November 8, 1999

ORDER TIME : 12:07 PM

ORDER NO. : 471060-025

CUSTOMER NO: 80457A

800003038088-7

CUSTOMER: Ms. Laura Buckley
BLACK, SIMS, HUBKA, BURNETT,
BLACK, SIMS, HUBKA, BURNETT,
501 North Grandview Avenue
Post Office Drawer 265669
Daytona Beach, FL 32118

DOMESTIC FILING

NAME: STONEWOOD NAPLES, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 NOV -8 AM 10:10

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DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE FLORIDA

99 NOV -8 PM 12:58

RECEIVED

**ARTICLES OF ORGANIZATION
OF
STONEWOOD NAPLES, LLC**

"Limited Liability Company"

The undersigned organizer hereby forms a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (1997), and adopts as the Articles of Organization of such limited liability company the following:

ARTICLE I

The name of the limited liability company shall be **Stonewood Naples, LLC** (the "**Company**").

ARTICLE II

The period of its duration shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE IV

The address of the principal place of business in the State of Florida and the mailing address of the Company is: **140 South Atlantic Avenue, Suite 300, Ormond Beach, FL 32176.**

ARTICLE V

The name and address of the registered agent in the State of Florida is:

**DOUGLAS E. SULLIVAN
140 SOUTH ATLANTIC AVENUE, SUITE 300
ORMOND BEACH, FLORIDA 32176.**

ARTICLE VI

The members of the company shall contribute to the capital of the company the cash or property as set forth in the Affidavit of Membership and Contributions attached hereto.

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TALLAHASSEE FLORIDA

ARTICLE VII

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VIII

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX

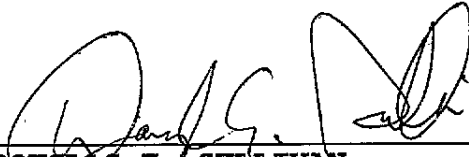
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.

ARTICLE X

The company shall be managed by one or more managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. The regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the sole Member and Manager of the company is:

D & G LINKS, LLC
140 SOUTH ATLANTIC AVENUE, SUITE 300
ORMOND BEACH, FLORIDA 32176.

DATED: 10/27/99


DOUGLAS E. SULLIVAN,
MANAGING MEMBER

SECRETARY OF STATE
TALLAHASSEE FLORIDA

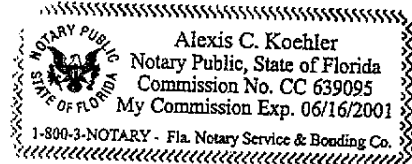
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STATE OF FLORIDA
COUNTY OF VOLUSIA

29th The foregoing instrument was acknowledged before me this
day of OCTOBER, 1999, by DOUGLAS E. SULLIVAN,
(a) X who is personally known to me or (b) ___ who has produced
 as identification, and who
acknowledged that he signed such instrument of his own free will.

Alfred C Koehler
Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires:



ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, being the person named in the articles of organization of **STONEWOOD NAPLES, LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

DOUGLAS E. SULLIVAN,
REGISTERED AGENT

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