Woodwar ANTHONY P. PIRES, JR.**

November 18, 1999

Via Federal Express No. 809683305790

Division of Corporations 409 East Gaines Tallahassee, FL 32314

J. CHRISTOPHER LOMBARDO STEVEN V. BLOUNT IOHN A. GARNER*** CARRIE E. LADEMAN PAUL L. KUTCHER****

> BURT L. SAUNDERS OF COUNSEL

 Board Certified Real **Estate Attorney** **Board Certified City, County and Local Government Attorney *** Also admitted in Indiana and Georgia **** Also admitted in Pennsylvania

Ladies/Gentlemen:

Articles of Organization Re:

Poggenpohl Naples, L.C.

11/19/99 --01073-****155.00 ****155.00

Enclosed are the original and one copy of the Articles of Organization for the referenced limited liability company together with a check in the amount of \$155.00 to cover the fees for filing the Articles.

After filing, please return a date-stamped copy to our office. Should you have any questions, do not hesitate in contacting me.

Very truly yours,

Carrie E. Lademan

Enclosures as stated

ARTICLES OF ORGANIZATION OF POGGENPOHL NAPLES, L.C.

In order to form a limited liability company pursuant to the Florida Limited Liability Company Act, Florida Statutes § 608.401 et seq. (the "Act"), the undersigned hereby executes these Articles of Organization in accordance with the provisions of Section 608.407 of the Act.

ARTICLE I: NAME

The name of the Limited Liability Company is: Poggenpohl Naples, L.C.

ARTICLE II:
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 801 Laurel Oak Drive, Suite 710, Naples, Florida 34108.

ARTICLE III DURATION

The period of duration for the Limited Liability Company shall be: perpetual.

ARTICLE IV: MANAGEMENT

The Limited Liability Company is to be managed by one of its members, whose name and address is: Monty Richards, at 694 Lambton Lane, Naples, Florida 34104.

ARTICLE V: ADMISSION OF ADDITIONAL MEMBERS

Upon approval by all of the members, the company is authorized to admit additional members to the Company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

ARTICLE VI: MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall have the right to continue the business 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 Limited Liability Company.

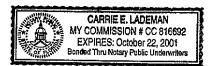
These articles are executed this _____ day of November, 1999, by one of the undersigned Initial Members of Poggenpohl Naples, L.C. pursuant to the Florida Limited Liability Company Act, Florida Statute § 608.401 et seq.

Mark J. Woodward

Printed Name: 1000 nessiein

STATE OF FLORIDA COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18th day of November, 1999, by Mark J. Woodward, who is personally known to me.



Signature of Notary Public

Printed, Typed or Stamped Commissioned Name of Notary Public: (SEAL)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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

- 1. The name of the limited liability company is: Poggenpohl Naples, L.C.
- 2. The name and address of the registered agent and office is: Mark J. Woodward, Esquire, Woodward, Pires & Lombardo, P.A., 801 Laurel Oak Drive, Suite 710, Naples, FL 34108.

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 appointments 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 as provided for in the Act.

Mark J. Woodward

Date: November 18, 1999

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