

Division of Corporations

Page 1 of 1

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Florida Department of State  
Division of Corporations  
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From: Account Name : ANNIS, MITCHELL, COCKEY, EDWARDS, & ROEHN, P.A.  
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## LIMITED LIABILITY COMPANY

VIP - D'ALESSANDRO, L.L.C.

249-828

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## ARTICLES OF ORGANIZATION

## OF

## VIP - D'ALESSANDRO, L. L.C.

1. Name. The name of this limited liability company is VIP - D'Alessandro, L.L.C., a Florida limited liability company (the "Company").

2. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Business. The mailing and street address of the Company's principal office is 13131 University Drive, Fort Myers, Florida 33907.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Steven I. Winer. The street address of the initial registered agent of the Company is 12800 University Drive, Suite 600, Fort Myers, Florida 33907.

6. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

7. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

8. Management of the Company. The Company shall be managed by a manager or managers in accordance with the Operating Agreement adopted by all of the members. The name and address of the initial manager, who shall serve until the annual meeting of the members or until his successor is elected and qualified, is:

VIP Commercial, Inc.  
13131 University Drive  
Fort Myers, Florida 33907

Frank D'Alessandro, Inc.  
13131 University Drive  
Fort Myers, Florida 33907

9. Operating Agreement. The manager or managers shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

10. Voting. The Company is authorized to issue membership units with voting rights and membership units without voting rights.

Steven I. Winer, Esq.  
12800 University Drive, Suite 600  
Fort Myers, FL 33907

Phone: (941) 489-1776  
FL Bar No.: 476366

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11. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.

The undersigned executed these Articles of Organization effective as of the 29<sup>th</sup> day of November, 1999.

VIP Commercial, Inc., Member

Charles C. Ashby  
Charles Ashby, as its President

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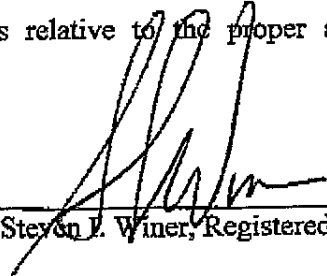
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**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Steven J. Winer, Registered Agent

Dated: November 29, 1999

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