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December 1, 1999

Via Federal Express

Secretary of State
The Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Organization for Dirigiste Trois, L.L.C.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced limited liability company. Also enclosed is a check in the amount of \$155.00 to cover the following costs:

1. \$100.00 - Filing Fee;
2. \$ 25.00 - Designation of Registered Agent;
3. \$ 30.00 - Certified Copy of the Articles of Organization.

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-12/02/99-01069-007
***155.00 ***155.00

TOTAL AMOUNT DUE - \$155.00

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Michele W. Shelton
Secretary to David N. Morrison

mws
Encl.

**ARTICLES OF ORGANIZATION
OF
DIRIGISTE TROIS, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is DIRIGISTE TROIS, L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103. The Company's registered agent is David N. Morrison, whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

**ARTICLE III
DURATION**

The Company shall have a seven (7) year term of duration.

**ARTICLE IV
ORGANIZER**

The organizers of the Company are Thomas K. DeNomme and Timothy M. Holobinko, both natural persons at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No members other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Thomas K. DeNomme
1270 Waggle Way
Naples, Florida 34108

Timothy M. Holobinko
PMB 203
11216 Tamiami Trail North
Naples, Florida 34110-1640

**ARTICLE VII
CONTRIBUTIONS**

The members in the aggregate have contributed to the Company Two Hundred and 00/100 Dollars (\$200.00) in cash.

**ARTICLE VIII
ADMISSION OF NEW MEMBERS**

The Company may admit new members in accordance with the provisions of the Operating Agreement.

ARTICLE IX DISSOLUTION

Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least two (2) remaining members. If a dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member, as more particularly set forth in the Regulations for the Company.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote at a properly called member meeting, or in writing.

ARTICLE X DISTRIBUTIONS

Section 10.01 Interim Distributions

The Company may make interim distributions of property to its members as agreed by all of the members.

Section 10.02 Winding-Up Distributions


The Company may make winding-up distributions of property to its members as agreed by all of the members.

ARTICLE XI
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 1st day of December, 1999.

By: 
TIMOTHY M. HOLOBINKO
Its: Managing Member

By: 
THOMAS K. DeNOMME
Its: Managing Member

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**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: DIRIGISTE TROIS, L.L.C
2. The name and address of the registered agent and office is:

David N. Morrison, Esq.
Morrison & Conroy, P.A.
3838 Tamiami Trail North, Suite 402
Naples, Florida 34103

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 accept the obligations of my position as registered agent.



David N. Morrison, Esq.

December 1, 1999

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