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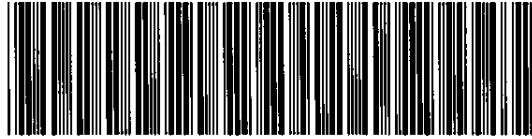
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ENTITY NAME:

1. GATES MCVEY REALTY, LLC

CK# 2016

AMOUNT \$155.00

PLEASE FILE THE ATTACHED ARTICLES OF ORGANIZATION & RETURN THE  
FOLLOWING:

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\_\_\_ CERTIFICATE OF STATUS

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Examiner's Initials

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
GATES MCVEY REALTY, L.L.C.**

These Amended and Restated Articles of Organization of Gates McVey Realty, L.L.C. are being filed pursuant to Section 608.411, Florida Statutes. The original Articles of Organization were filed with the Department of State on December 10, 1999

**ARTICLE I - NAME**

The name of the Limited Liability Company is GATES MCVEY REALTY, L.L.C.

**ARTICLE II - DURATION**

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

**ARTICLE III - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Todd E. Gates, 12810 Tamiami Trail North, Naples, FL 34110.

**ARTICLE IV - MANAGEMENT**

The Limited Liability Company is to be managed by one or more Managers, to be elected annually by a majority vote of the Members. The name and address of the initial Manager is as follows:

Gates McVey Capital Group, L.L.C.  
c/o Todd E. Gates  
12810 Tamiami Trail North  
Naples, FL 34110

**ARTICLE V - REGISTERED OFFICE/AGENT**

The initial street address in Florida of the initial registered office of the Limited Liability Company is: Gates McVey Capital Group, L.L.C., c/o Todd E. Gates, 12810 Tamiami Trail North, Naples, FL 34110. The initial registered agent at such address shall be Todd E. Gates

**ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as follows: No person may be admitted as a member unless each member consents in writing to the admission of the additional member

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**ARTICLE VII – MEMBERS RIGHTS TO CONTINUE BUSINESS**

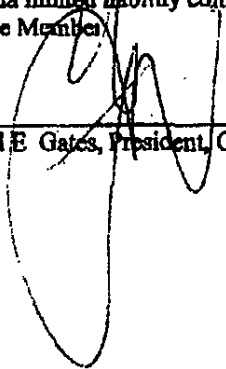
Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event, which terminates the continued membership of a member in the Limited Liability Company, the remaining member(s) may elect to continue the business by the unanimous consent of all remaining members within ninety (90) days of such event.

**ARTICLE VIII – QUALIFYING BROKER**

Michele Harrison, Vice President of Sales, will serve as the Qualifying Broker of the company, until further action of the Manager.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Organization at Naples, Collier County, Florida on this 8 day of June 2006.

Gates McVey Capital Group, L.L.C.,  
A Florida limited liability company  
Its: Manager  
By: GM Operating Holding Company, L.L.C.,  
A Florida limited liability company  
Its: Sole Member

By:   
Todd E. Gates, President, CEO and Manager

CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT

**Registered Agent/Registered Office**

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

One: The name of the Limited Liability Company is: GATES MCVEY REALTY,  
L L C

c/o Todd E. Gates  
12810 Tamiami Trail North  
Naples, FL 34110

Two: The name and address of the Registered Agent is:

Todd E. Gates  
c/o Gates McVey Capital Group, L L C  
12810 Tamiami Trail North  
Naples, FL 34110

Executed this 8 day of June, 2006

Gates McVey Capital Group, L L C ,  
A Florida limited liability company  
Its: Manager  
By: GM Operating Holding Company, L L C ,  
A Florida limited liability company  
Its: Sole Member

By: \_\_\_\_\_  
Todd E. Gates, President, CEO and Manager

