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1201 Hays Street
Tallahassee, FL 32301

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TALLAHASSEE, FL 32301

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CONTACT: Norma Hull ext. 1115

ACCOUNT #: 072100000032

REF#: 635349

AUTHORIZATION:

COST LIMIT: \$ 130.00

Patricia Pigato

900005918599-1

ORDER DATE: 6-24-02

ENTITY NAME: Bella sera, LLC

DOMESTIC FILING

FOREIGN FILING

----- ARTICLES OF INCORPORATION

----- CERTIFICATE OF LIMITED PARTNERSHIP

----- QUALIFICATION

~~XXXX~~ CERTIFICATE OF LLC

----- ARTICLES OF AMENDMENT

~~XXXX~~ STAMPED COPY

----- CERTIFIED COPY

~~XXXX~~ CERTIFICATE OF GOOD STANDING

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DIVISION OF CORPORATE FILINGS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BELLASERA, LLC**

**ARTICLE I
NAME**

The name of the Limited Liability Company is: **Bellasera, LLC**

**ARTICLE II
ADDRESS**

The mailing address and the street address of the principal office of the Limited Liability Company is: 6620 Estero Boulevard, Fort Myers Beach, Florida 33913.

**ARTICLE III
DURATION**

The period of duration of the Limited Liability Company shall be perpetual or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by a Manager and the name and address of such Manager who is to serve as Manager until a successor is elected and qualified is:

SunStream, Inc.
6620 Estero Boulevard
Fort Myers Beach, Florida 33913

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

Upon approval by 51% of the Members, the company is authorized to issue additional Units in the company and to admit Additional Members to the Company.

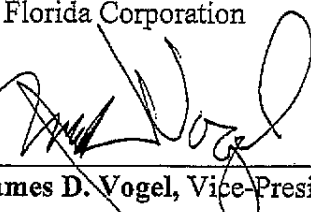
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ARTICLE VI
MEMBERS' RIGHTS TO CONTINUE BUSINESS

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

These Articles are executed this 21st day of June, 2002 by an undersigned Member of the Company, pursuant to Florida Limited Liability Company Act, Florida Statute §608.401 et

MEMBER:
SunStream, Inc.
A Florida Corporation

BY: 

James D. Vogel, Vice-President

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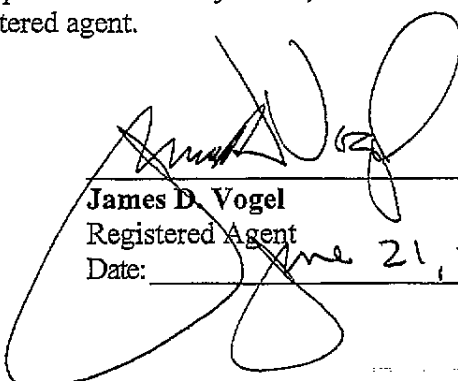
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 PR 608.507, 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: **Bellasera, LLC**
2. The name and address of the registered agent and office is:

James D. Vogel, Esq.
Vogel Law Office, P.A.
3936 Tamiami Trail North, Suite B
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 and accept the obligations of my position as registered agent.



James D. Vogel
Registered Agent
Date: June 21, 2002