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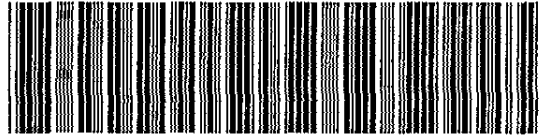
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 286669 81176A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 125.00

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STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : October 20, 2003

ORDER TIME : 2:33 PM

ORDER NO. : 286669-005

CUSTOMER NO: 81176A

CUSTOMER: David D. Bone, Esq  
David D. Bone, Esq

Suite 100  
100 Wallace Avenue  
Sarasota, FL 34237

DOMESTIC FILING

NAME: J & M DEVELOPMENT, L.L.C.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF ORGANIZATION  
OF  
J & M DEVELOPMENT, L. L. C.  
(A Limited Liability Company)

FILED  
03 OCT 20 AM 9:33  
TALLAHASSEE, FLORIDA

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State Of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following articles shall be the charter and authority for the conduct of business of such limited liability company.

ARTICLE I. NAME

The name of the limited liability company shall be J & M Development, L. L. C.

ARTICLE II. PURPOSES & POWERS

The general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State Of Florida, and the powers of the limited liability company, shall be as follows:

- A. To engage in any activity or business authorized under the applicable laws of the State Of Florida.
- B. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State Of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
- C. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- D. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.
- E. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity, or under such arrangement, develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such

Articles Of Organization Of J & M Development, L. C.

agency, representation, or service, and to render any other service or assistance insofar as it lawfully may, under the laws of the State Of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

- F. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State Of Florida.
- G. The several clauses contained in this statement, of the general nature of the business or businesses to be transacted, shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State Of Florida, lawfully carry on, exercise, or do.

#### ARTICLE III. INITIAL MEMBERS

Initially there shall be 2, members. The names of the initial members are: John Torpy & Marilyn Helfenbein.

#### ARTICLE IV. PROFITS & LOSSES

##### A. Sharing Of Profits

The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

##### B. Losses

All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares.

Articles Of Organization Of J & M Development, L. C.

ARTICLE V. LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended, from time to time, in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VI. DURATION

This limited liability company shall exist for a period of twenty-five years, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 547 Blue Jay Place, Sarasota, Fl. 34236. However, the corporation shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE VIII. MANAGEMENT

This limited liability company shall be managed by two manager(s). The name and address of each person who shall serve as a manager until the first annual meeting of the members, or until any successors are elected and qualify, are: John Torpy & Marilyn Helfenbein, 547 Blue Jay Place, Sarasota, Fl. 34236.

ARTICLE IX. INITIAL REGISTERED OFFICE & REGISTERED AGENT

The address of this corporation's initial registered office shall be: 100 Wallace Ave, Suite 100, Sarasota, Fl..

The name of the individual who shall serve as this corporation's initial registered agent at that address is: David D. Bone.

ARTICLE X. RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization Of J & M Development, L. C.

Articles Of Organization Of J & M Development, L. C.

[Signature]  
John Torpy - Member

10-20-03  
Date

[Signature]  
Marilyn Helfenbein - Member

10/28/03  
Date

I hereby accept my designation as resident agent and agree to serve as the resident agent of J & M Development, L.L.C. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for J & M Development, L.L.C.

[Signature]  
David D. Bone - Registered Agent

State Of Florida  
County Of Sarasota

On 10-20-03

David D. Bone, designated above as the individual who shall serve as the company's initial registered agent, and the individuals, designated above, as the company's members, all of whom are personally known to me, or produced Florida driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Organization Of J & M Development, L.L.C.

Kerri Flowers  
Notary Public  
Kerri Flowers  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:



(SEAL)