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(Requestor's Name)

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(Business Entity Name)

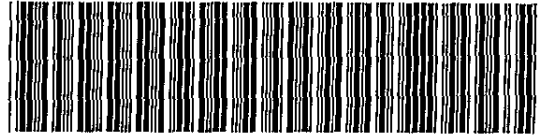
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LAW OFFICES  
**JAMES P. PANICO**  
PROFESSIONAL ASSOCIATION  
111 SOUTH MAITLAND AVENUE, SUITE 100  
MAITLAND, FLORIDA 32751-5697

CORPORATION AND BUSINESS LAW  
WILLS, ESTATES AND ESTATE PLANNING  
REAL PROPERTY LAW

TELEPHONE (407) 647-7200  
FAX (407) 647-1420

FEDERAL EXPRESS

December 8, 2003

Secretary of State  
Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

Re: 1001 Nights, LLC

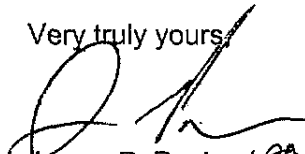
Dear Gentlemen:

Enclosed herewith please find original and one copy of Articles of Organization in the above referenced matter along with our firm's check in the amount of \$155.00 for filing.

Please return a copy back to the undersigned with the filing information.

Thank you for your prompt attention.

Very truly yours,

  
James P. Panico *JPA*

JPP/sar  
Enc.

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**ARTICLES OF ORGANIZATION**

**OF**

**1001 NIGHTS, L.L.C.**

**A Florida Limited Liability Company**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be 1001 NIGHTS, L.L.C.
2. The mailing address is 111 S. Maitland Ave., Suite 100, Maitland, FL, and the street address is 111 S. Maitland Ave., Suite 100, Maitland, FL 32751.
3. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: James P. Panico, 111 S. Maitland Ave., Suite 100, Maitland, FL 32751.
4. Admission of Additional Members; and Terms and Conditions of such Admissions: Additional Members may be admitted upon the approval of a majority of the Members of the Company.
5. Right to Continue Business.

The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.

6. Management of Company.

This limited liability company is to be a "Manager Managed Company"

7. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

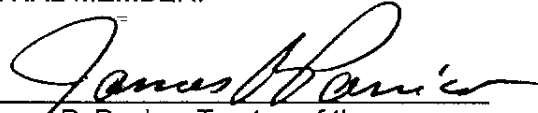
8. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

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In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned Member(s) have hereunto set their hands and seals this 5 day of December, 2003.

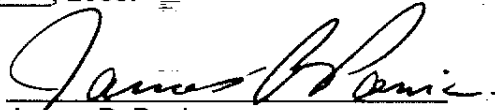
INITIAL MEMBER:



James P. Panico, Trustee of the  
James P. Panico Revocable Trust  
Dated April 12, 1994

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.

Dated: December 5, 2003.



James P. Panico

Date: Dec 5<sup>th</sup>, 2003

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