

CSO **THE UNITED STATES CORPORATION COMPANY** **L990000000912**

ACCOUNT NO. : 072100000032

REFERENCE : 137393 4218B

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 346.25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 17 PM 2:21

ORDER DATE : February 17, 1999

ORDER TIME : 11:50 AM

ORDER NO. : 137393-005

8000002778278--D

CUSTOMER NO: 4218B

CUSTOMER: Benjamin Jablow, Esq
ROETZEL & ANDRESS
ROETZEL & ANDRESS
2320 First Street
Suite 1000
Fort Myers, FL 33901

99 FEB 17 PM 1:35
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: STILWELL MANAGEMENT, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: _____

L99-912

Name	<i>99-2-11</i>
Availability	<i>99</i>
Document	<i>99</i>
Examination	<i>99</i>
Updater	<i>99</i>
Modifier	<i>99</i>
Verifier	<i>99</i>
Acknowledgement	<i>99</i>
W. P. Verifier	<i>99</i>

ARTICLES OF ORGANIZATION
OF
STILWELL MANAGEMENT, L.L.C.

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I — NAME

The Name of the limited liability company shall be Stilwell Management, L.L.C. ("Company").

ARTICLE II — ADDRESS

The mailing address and street address of the principal office of the Company shall be 1212 Braman Avenue, Fort Myers, FL 33901.

ARTICLE III — COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon filing, and shall continue until December 31, 2045, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE IV — REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Sandra K. Stilwell, 1212 Braman Avenue, Fort Myers, FL 33901.

ARTICLE V — INITIAL CAPITAL CONTRIBUTIONS

The member of the company shall make initial contributions to the capital of the Company as set forth in Exhibit "A".

ARTICLE VI — ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional future capital contributions to the Company as provided in the Regulations of the Company or otherwise by the unanimous consent of all the members.

ARTICLE VII — ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may only transfer his or her interest in the Company as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VIII — DISSOLUTION OF COMPANY

Upon the death, insanity, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote or written consent of those members owning a majority of the capital and profits of the Company as contemplated in Rev. Proc. 94-46.

ARTICLE IX - MANAGEMENT

The Company shall be managed by the manager or managers elected or appointed by the members in accordance with the Regulations to be adopted by the members for the management of the business and affairs of the Company. These Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial Manager of the Company are:

	NAME	ADDRESS
(a)	Sandra K. Stilwell	1212 Braman Avenue Fort Myers, FL 33901

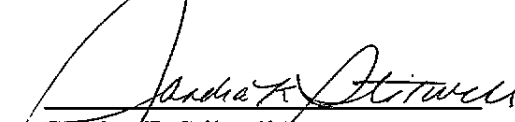
ARTICLE X - AMENDMENT

These Articles of Organization may be amended by the consent of all members, or as may otherwise be provided by law.

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Fort Myers, Florida, on this 16th day of February, 1999.

ORGANTZER:


Sandra K. Stilwell

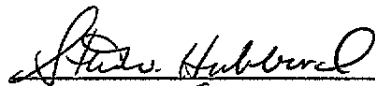
STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING instrument was sworn to, subscribed and acknowledged before me this ____ day of February, 1999, by Sandra K. Stilwell, to me known or who presented _____ as identification and who did take an oath.

My Commission Expires:

3/9/2002


Print Name: Steven W. Hubbard
NOTARY PUBLIC STATE OF FLORIDA
Serial No. _____
(Seal)



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EXHIBIT "A"

<u>MEMBER</u>	<u>CAPITAL CONTRIBUTION</u>	<u>PERCENTAGE</u>
Sandra K. Stilwell	\$1,000.00	100%

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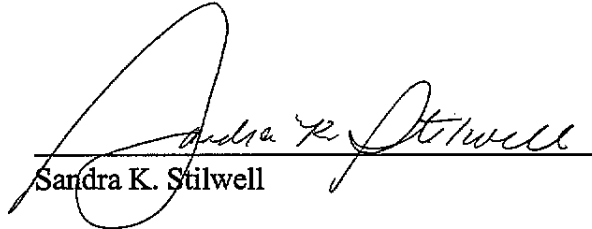
**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida

Limited Liability Company Act:

Having been appointed registered agent of Stilwell Management, L.L.C. in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Dated: February 16, 1999


Sandra K. Stilwell

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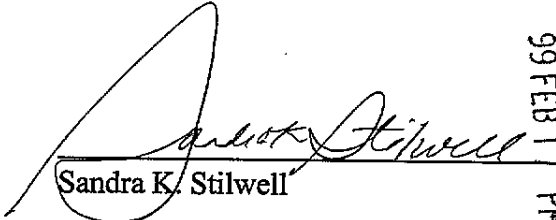
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Stilwell Management, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$1,000.00.
3. The value of non-cash property contributed by the members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by members in the future is \$1,042,000.00.

THE AFFLIANT SAYS NOTHING FURTHER

Dated: February 16, 1999

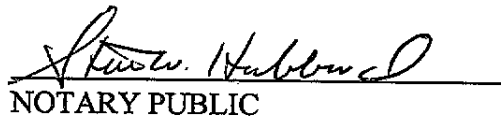

Sandra K. Stilwell

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DIVISION OF CORPORATIONS

STATE OF FLORIDA
COUNTY OF LEE

Sworn to and subscribed before me this 16th day of February, 1999, by Sandra K. Stilwell who is personally known to me or has produced _____ as identification.


NOTARY PUBLIC

Steven W. Hubbard
Print or Type
My Commission Expires: 3/9/2002

