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June 18, 2001

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****125.00 ****125.00

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: ARTHINGTON GROUP, L.L.C.

Gentlemen:

Enclosed herewith are the original and one copy of the Articles of Organization for the referenced limited liability company together with the Certificate of Designation of Registered Agent. Also, enclosed is my check in the amount of \$125.00 representing the following fees:

Filing fee	\$100.00
Registered Agent fee	25.00

Please file the original of the enclosed Articles and return a copy to me.

Thank you for your assistance in this matter. If you have any questions regarding same, please do not hesitate to contact me or Rita in my office.

Sincerely,

BROWN & WALDRON

Eugene E. Waldron, Jr.
Eugene E. Waldron, Jr.

EEWJr/rjmc
Enclosures

LO1-10092
JK

SECRETARY OF STATE
01 JUN 21 PM 4: 00
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ARTICLES OF ORGANIZATION
OF
ARTHINGTON GROUP, LIMITED LIABILITY COMPANY

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

ARTICLE I -- NAME

The name of the limited liability company shall be ARTHINGTON GROUP, LIMITED LIABILITY COMPANY.

ARTICLE II -- ADDRESS

The mailing address of the principal office of the company is Post Office Box 511308, Punta Gorda, Florida 33951 and the street address of the principal office of the company is 2053 Palm Harbor Terrace, Punta Gorda, Florida 33982.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Eugene E. Waldron Jr., 124 North Brevard Avenue, Arcadia, Florida 34266.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in the attached Affidavit of Membership and Contributions.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, 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 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 of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

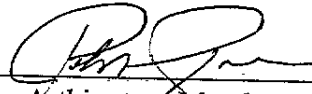
ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions 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 is:

**JOHN ARTHINGTON
2053 PALM HARBOR TERRACE
PUNTA GORDA, FL 33982**

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FLORIDA

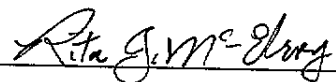
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Arcadia, Florida, on June 18, 2001.




John Arthington, Member

STATE OF FLORIDA:
COUNTY OF DESOTO:

The foregoing instrument was acknowledged before me this 18th day of JUNE, 2001, by **JOHN ARTHINGTON** who is personally known to me or who produced FL DL# A 635-464-69-161-D as identification.



Notary Public
State of Florida at Large
My Commission No. _____
My Commission Expires: _____

 Rita J McElroy
My Commission CC704100
Expires January 25, 2002

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TALLAHASSEE FLORIDA

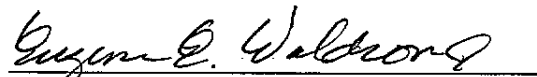
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, ARTHINGTON GROUP, LIMITED LIABILITY COMPANY, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is ARTHINGTON GROUP, LIMITED LIABILITY COMPANY.
2. The name and street address of the registered agent in Florida are:

EUGENE E. WALDRON JR., ESQUIRE
124 NORTH BREVARD AVENUE
ARCADIA, FLORIDA 34266

The undersigned, being the person named in the articles of organization of ARTHINGTON GROUP, LIMITED LIABILITY COMPANY, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.



Eugene E. Waldron Jr., Esquire
Registered Agent

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01 JUN 21 PM 4:00
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TALLAHASSEE, FLORIDA