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Division of Corporations
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Account Name : MOORE AND WAKSLER, P.L.
Account Number : 110650003457
Phone : (941) 637-1955
Fax Number : (941) 637-8485

00 JAN 27 AM 11:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Harbor Place, L.L.C.

00 JAN 27 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 27, 2000

MOORE AND WAKSLER, P.L.

SUBJECT: HARBOR PLACE, L.L.C.
REF: W00000002325

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H00000004327
Letter Number: 100A00003815

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION OF
HARBOR PLACE, L.L.C.,
A LIMITED LIABILITY COMPANY**

1. **Name.** The name of the limited liability company is **HARBOR PLACE, L.L.C.**
2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. **Address of Principle Office.** The address of the principal office of the limited liability company is Suite 2, 1625 West Marion Avenue, Punta Gorda, Florida 33950.
4. **Term.** Term of this LLC shall be perpetual.
5. **Members at Time of Formation.** There will be at least one member at the time the limited liability company is formed.
6. **Period of Duration.** The period of duration shall be perpetual.
7. **Management.** Management of the Limited Liability Company at the time of formation shall be managed by the initial manager whose name and address are as follows:

Initial Manager:

Fred Schiller
4 Sabal Drive,
Punta Gorda, Florida 33950

8. **Members.** The names and addresses of members(s) are as follows:

Schiller Investments, a Kansas general partnership **100 %**
8216 East Mulberry
Wichita, Kansas 67226

9. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

10. **Members Right to Continue Business.** The remaining members of the limited liability

James E. Moore, III, Esq.
1625 W. Marion Avenue, Suite 2
Punta Gorda, FL 33950
941-637-1955
FL Bar No. 0115634

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company shall have the right to continue business on 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 as further set forth in the Operating Agreement of the limited liability company

Schiller Investments, a Kansas general partnership

By: 

Member

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

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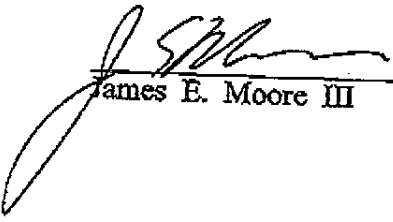
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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. **Name.** The name of the limited liability company is **HARBOR PLACE, L.L.C.**
2. **Registered Office.** The address of the registered office of the limited liability company is Suite 2, 1625 West Marion Avenue, Punta Gorda, Florida 33950.
3. **Registered Agent.** James E. Moore III, is appointed, and by his signature below accepts appointment, to act as the Registered agent of **HARBOR PLACE, L.L.C.**

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 E. Moore III

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