

CSC **THE UNITED STATES CORPORATION COMPANY** **7000000000 2351**

ACCOUNT NO. : 072100000032

REFERENCE : 605747 81093A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 29, 2000

ORDER TIME : 11:13 AM

ORDER NO. : 605747-060

CUSTOMER NO: 81093A

CUSTOMER: John F. Stewart, Esq
SHEPPARD BRETT STEWART &
SHEPPARD BRETT STEWART &
2121 West First Street
P. O. Drawer 400
Ft. Myers, FL 33901

DOMESTIC FILING

NAME: MCT'S OF SOUTHWEST
FLORIDA, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
MCT'S OF SOUTHWEST FLORIDA, L.L.C.

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 McT's of Southwest Florida, L.L.C. ("Company"). The mailing and street address principal office of the Company shall be 1473 Periwinkle Way, Sanibel, FL 33957.

ARTICLE II
REGISTERED AGENT

The initial registered agent of the Company is William L Pritchard whose address is 1473 Periwinkle Way, Sanibel, FL 33957.

ARTICLE III
MANAGEMENT

The Company shall be a member-managed Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization.

ARTICLE IV
MEMBERS

The names and addresses of the initial members of the Company are:

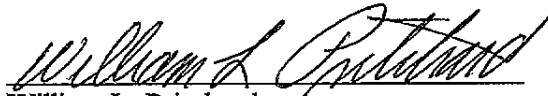
| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|--|
| William L. Pritchard | 1473 Periwinkle Way Sanibel, FL 33957 |
| Roger C. Pritchard | 1473 Periwinkle Way Sanibel, FL 33957 |
| Paul F. Gaeta | 1473 Periwinkle Way Sanibel, FL 33957 |
| Margareta Gaeta | 1473 Periwinkle Way Sanibel, FL 33957 |

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TALLAHASSEE, FLORIDA

ARTICLE V
EFFECTIVE DATE

The Company's existence shall begin at 12:00 A.M. on March 1, 2000.

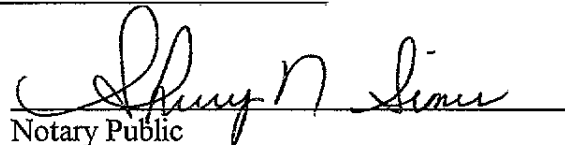
IN WITNESS WHEREOF, the undersigned members have made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 25TH day of FEBRUARY, 2000.


William L. Pritchard

STATE OF FLORIDA
COUNTY OF LEE

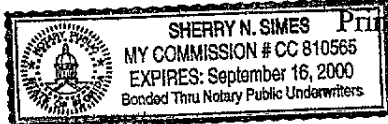
The foregoing instrument was acknowledged before me this 25TH day of FEBRUARY, 2000, by WILLIAM L. PRITCHARD, who is personally known to me or who has produced N/A as identification.

(Seal)


Notary Public

SHERRY N. SIMES

My Commission Expires:



Printed Notary Signature

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TALLAHASSEE, FLORIDA

Roger C. Pritchard
Roger C. Pritchard

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 25TH day of FEBRUARY, 2000, by ROGER C. PRITCHARD, who is personally known to me or who has produced N/A as identification.

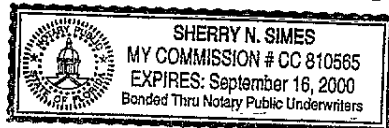
(Seal)

Sherry N. Simes
Notary Public

SHERRY N. SIMES

My Commission Expires:

Printed Notary Signature



Paul F. Gaeta
Paul F. Gaeta

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 25TH day of FEBRUARY, 2000, by PAUL F. GAETA, who is personally known to me or who has produced N/A as identification.

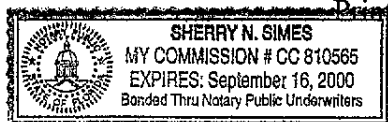
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Sherry N. Simes
Notary Public

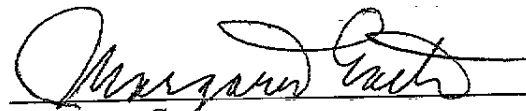
SHERRY N. SIMES

My Commission Expires:

Printed Notary Signature



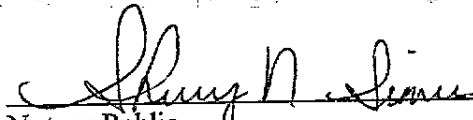
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Margareta Gaeta

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 25th day of February, 2000, by MARGARETA GAETA, who is personally known to me or who has produced N/A as identification.

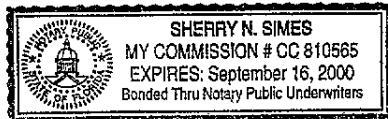
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Notary Public

SHERRY N. SIMES

My Commission Expires:

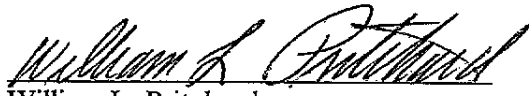
Printed Notary Signature



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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for McT's of Southwest Florida, L.L.C., at the place designated herein, 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. I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 608, Florida Statutes.


William L. Pritchard

Date: 2/25/00

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TALLAHASSEE, FLORIDA