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ACCOUNT NO. : 072100000032

REFERENCE : 605747 81093A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 29, 2000

ORDER TIME : 10:47 AM

ORDER NO. : 605747-020

CUSTOMER NO: 81093A

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

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00 MAR -1 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILINGS

NAME: GAP ENTERPRISES, A FLORIDA
GENERAL PARTNERSHIP

XX CERTIFICATE OF CONVERSION

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:

FILE 1ST

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Examiner	
Appraiser	
Underwriter	
Verifier	
Acknowledgment	
W. P. Verifier	



ACCOUNT NO. : 072100000032

REFERENCE : 605747 81093A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 29, 2000

ORDER TIME : 10:58 AM

ORDER NO. : 605747-025

CUSTOMER NO: 81093A

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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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NAME: GAP ENTERPRISES, L.L.C.

EFFECTIVE DATE: -

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

FILE 2nd

CERTIFICATE OF CONVERSION

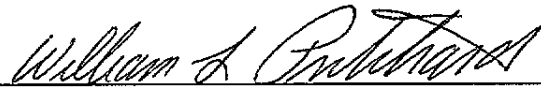
Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida Limited Liability Company:

FIRST: The name of the unincorporated business immediately prior to filing this document was: GAP Enterprises, a Florida General Partnership.

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- (A) Date: January 1, 1990
- (B) Jurisdiction: Florida

THIRD: The name of the Limited Liability Company as set forth in the attached Articles of Organization is: GAP Enterprises, L.L.C..



William L. Pritchard, Member

(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.)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
GAP ENTERPRISES, 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 GAP Enterprises, 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

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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
William L. Pritchard

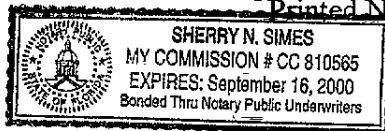
STATE OF FLORIDA
COUNTY OF LEE

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)

Sherry N. Simes
Notary Public
SHERRY N. SIMES

My Commission Expires:



Printed Notary Signature

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TALLAHASSEE, FLORIDA

Roger C. Pritchard
Roger C. Pritchard

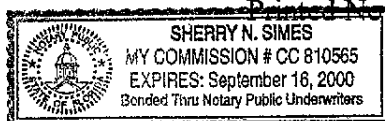
STATE OF FLORIDA
COUNTY OF LEE

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

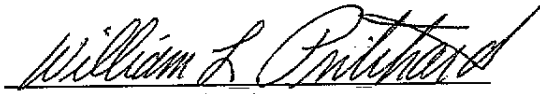
My Commission Expires:



Printed Notary Signature

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for GAP Enterprises, 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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