



THE UNITED STATES
CORPORATION
COMPANY

000000004836

ACCOUNT NO. : 072100000032

REFERENCE : 676211 84016A

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : April 26, 2000

ORDER TIME : 10:12 AM

ORDER NO. : 676211-005

CUSTOMER NO: 84016A

CUSTOMER: William M. Powell, Esq
WILLIAM M. POWELL, P.A.
WILLIAM M. POWELL, P.A.
Suite 101
3515 Del Prado Boulevard
Cape Coral, FL 33904

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: RKR DEVELOPMENT, LLC

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: Janna Wilson

EXAMINER'S INITIALS: _____

Patricia P. [illegible]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NAME	<i>OK</i>
ADDRESS	<i>OK</i>
DATE	<i>OK</i>
USE	<i>OK</i>
VER	<i>OK</i>
AD	<i>OK</i>
VER	<i>OK</i>

ARTICLES OF ORGANIZATION

OF

RKR DEVELOPMENT, LLC

The undersigned, being the sole members of RKR Development, LLC, a Florida limited liability company (the "Company"), hereby form a limited liability company under the laws of the State of Florida.

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ARTICLE I. COMPANY NAME

The name of this Company is RKR Development, LLC.

ARTICLE II. 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 the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

4821 Coronado Parkway
Cape Coral, Florida 33904

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

4821 Coronado Parkway
Cape Coral, Florida 33904

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

William M. Powell, Esquire, Powell & Steinberg, P.A., 3515 Del Prado Boulevard, Suite 101, Cape Coral, Florida 33904, (941) 540-3333

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company in attendance at a duly called meeting of the members of the Company at which a quorum exists or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members of the Company, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members of the Company may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company, which vote

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is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company, and so long as there remains not less than two (2) members of the Company.

ARTICLE IX. MANAGER

The Company shall be managed by one manager. The name and address of the initial manager is set forth below. The initial manager shall serve until the first annual meeting of the members of the Company or until their successors are elected and qualify.

Initial Manager:

Address:

RKR Management, Inc.
a Florida Corporation

4821 Coronado Parkway
Cape Coral, Florida 33904

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ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

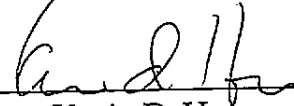
Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members of the Company and which states that it may only be amended, altered or repealed by the members of the Company, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

IN WITNESS WHEREOF, the members of the Company have executed the foregoing Articles of Organization this 26th day of April, 2000.

By:


Kevin D. Haag

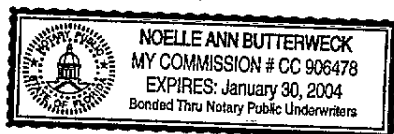
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STATE OF FLORIDA

COUNTY OF LEE

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared, who is known to me to be Kevin D. Haag and/or having produced his drivers license for identification who made and subscribed to the foregoing Articles of Incorporation, and who did take an oath and certify and acknowledge that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 26th day of April, 2000.



Noelle Ann Butterweck
_____, Notary Public

Commission Expiration Date: _____

Commission No.: _____

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TALLAHASSEE, FLORIDA

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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 RKR Development, LLC 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 he is familiar with, and accepts, the obligations of such position.

Dated this 26th day of April, 2000.

By:



William M. Powell, Esquire

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