



THE UNITED STATES
CORPORATION
COMPANY

1000000004886

ACCOUNT NO. : 072100000032

REFERENCE : 679338 9725B

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 125.00

ORDER DATE : April 28, 2000

ORDER TIME : 11:20 AM

ORDER NO. : 679338-005

CUSTOMER NO: 9725B

CUSTOMER: Mark Price, Esq
ROETZEL & ANDRESS
ROETZEL & ANDRESS
Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

400003229184-17

FILED
00 APR 28 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: OUTPARCEL 39, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

100-4886

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File	<i>[Signature]</i>

**ARTICLES OF ORGANIZATION
OF
OUTPARCEL 39, LLC
a Florida Limited Liability Company**

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TALLAHASSEE, FLORIDA

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

ARTICLE I -- NAME

The name of the limited liability company shall be Outparcel 39, LLC (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 12995 South Cleveland Avenue, Suite 214, Fort Myers, Florida 33907.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Mark J. Price, Esq., Roetzel & Andress, 850 Park Shore Drive, Third Floor, Naples, Florida 34103.

ARTICLE V -- ADMISSION OF NEW MEMBERS

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 only transfer his or her interest in the Company as set forth in the Operating Agreement 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 the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VI -- TERMINATION OF EXISTENCE

Upon 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, the business of the Company may be continued by the consent of the remaining member or members.

ARTICLE VII -- MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company is:

NAME

North American Properties – Southeast
Inc., a Florida corporation

ADDRESS

12995 South Cleveland Avenue
Suite 214, Fort Myers, FL 33907

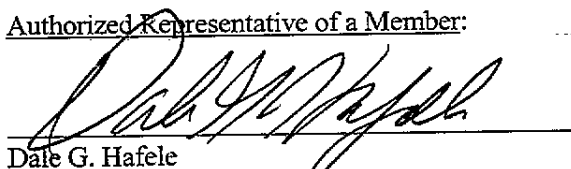
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ARTICLE VIII - AMENDMENT

These Articles of Organization may be amended by the consent of all members, or as may otherwise be provided by law.


IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Fort Myers, Florida, on this ___ day of April, 2000.

Authorized Representative of a Member:


Dale G. Hafele

STATE OF FLORIDA)
) ss:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 27th day of April, 2000, by Dale G. Hafele, as an authorized representative of a Member of Outparcel 39, LLC. He is (X) personally known to me or () has produced _____ as identification.


NOTARY PUBLIC
Name: Susan J. Jones
(Type or Print)
My Commission Expires: 10/16/2000

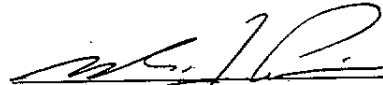


Susan Janeen Jones
My Commission CC694041
Expires Oct 16, 2000

OUTPARCEL 39, LLC

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Outparcel 39, LLC, 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.


Mark J. Price
Registered Agent

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