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Also Admitted in Tennessee

David A. Alba
Also Admitted in California

April 20, 2000

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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RE: J.L.C. Real Estate Holdings, LLC

Dear Sir/Madam:

Enclosed herein please find the original and one (1) copy of the Articles of Organization of J.L.C. Real Estate Holdings, LLC, together with Check No. 337 made payable to the Department of State in the amount of \$155.00, representing the \$100.00 filing fee, \$25.00 designation of registered agent and \$30.00 for a certified copy of same.

Please file accordingly and return the copy, with time and date stamp, in the enclosed envelope provided herein.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

Kathleen C. Passidomo

KCP/sab
Enclosures

FILED
00 APR 24 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
J.L.C. REAL ESTATE HOLDINGS, LLC**

The undersigned organizers hereby form a Limited Liability Company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Limited Liability Company ("Company") shall be:

J.L.C. REAL ESTATE HOLDINGS, LLC

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business of this company shall be 26960 Wyndhurst Court, #M-202, Bonita Springs, Florida 34134 and the mailing address of the company shall be the same.

ARTICLE III. TERM OF EXISTENCE

This Company shall commence its existence on the date these Articles are filed, pursuant to Florida Statutes Section 608.409; and shall exist until December 31, 2025 or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE IV. NATURE OF BUSINESS

This Company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. CONTRIBUTIONS TO CAPITAL

This Company shall commence its existence with \$100.00 cash as its contributed capital. There are no additional contributions to be made by the members except as determined by unanimous consent of the members.

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TALLAHASSEE, FLORIDA

ARTICLE VI. NEW MEMBERS

No new members shall be admitted without the consent of sixty-six percent (66%) of existing members.

ARTICLE VII. CONTINUATION OF COMPANY

Remaining members of this Company shall have the right to continue the business of the company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any event that terminates the continual membership of a member in the limited liability company, upon the sixty-six percent (66%) vote of the remaining members.

ARTICLE VIII. MANAGEMENT

The Company shall be managed by its managers pursuant to Florida Statutes Section 608.422. The name and address of the managers are as follows:

Ernest J. Coppeto
26960 Wyndhurst Ct.. #M-202
Bonita Springs, FL 34134

John L. Coppeto
26960 Wyndhurst Ct.. #M-202.
Bonita Springs, FL 34134

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

1. The name of the initial registered agent of the Company is Kathleen C. Passidomo, Esquire.
2. The street address of the initial registered office of the Company shall be Kelly & Passidomo, LLP, 2640 Golden Gate Parkway, Suite 305, Naples, Florida 34105. The mailing address shall be the same.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

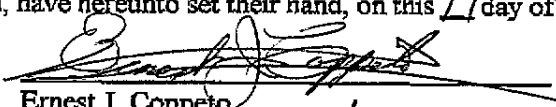
ARTICLE X. ORGANIZERS

The name and street address of the Organizers to these Articles of Organization is:

Ernest J. Coppeto
26960 Wyndhurst Ct. #M-202
Bonita Springs, FL 34134

John L. Coppeto
26960 Wyndhurst Ct. #M-202
Bonita Springs, FL 34134

IN WITNESS WHEREOF, the undersigned, have hereunto set their hand, on this 19 day of April, 2000.


Ernest J. Coppeto


John L. Coppeto

STATE OF New Jersey }
COUNTY OF Hudson } ss:

Before me, a notary public authorized to take acknowledgments in the State and County set forth above on this 19 day of April, 2000, personally appeared Ernest J. Coppeto, who was not sworn and who is personally known to me as the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Organization.

Emmlynn Leroy-Delly
Notary Public, State of New Jersey
No. 2170634

Commission Expires Oct. 5, 2001
STATE OF New Jersey }
COUNTY OF Hudson } ss:


Notary Public
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, a notary public authorized to take acknowledgments in the State and County set forth above on this 19 day of April, 2000 personally appeared John L. Coppeto, who was not sworn and who is personally known to me as the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Organization.


Notary Public
My Commission Expires:

ACCEPTANCE:

I agree, as Registered Agent, to accept service of process; to keep my office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with and accept the obligations of my position as registered agent.

WITNESS my hand this day of 20 April, 2000 in the City of Naples, State of Florida.


Kathleen C. Passidomo, Esq.
Registered Agent

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FILED
00 APR 24 AM 9:25
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TALLAHASSEE, FLORIDA