

ARTICLES OF ORGANIZATION

OF

MANSFIELD STANLEY, L.L.C..

We, the undersigned, do hereby certify that we have associated together for the purpose of forming a limited liability company under the State of Florida..

ARTICLE I

Name

The name of the limited liability company shall be MANSFIELD STANLEY, L.L.C.

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the limited liability company is:

MANSFIELD STANLEY, L.L.C.
600 Fifth Avenue South
Suite 212
Naples, Florida 34102

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 25 PM 4: 20

FILED

ARTICLE III

Period of Duration

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

ARTICLE IV

Purposes

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE V

Registered Office and Agent

The name and street address of the registered agent of the Company in the State of Florida is Richard J. How, 600 Fifth Avenue South, Suite 212, Naples, Florida 34102.

ARTICLE VI
CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VII
Additional Capital Contributions

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VIII
Admission of New Members

No additional members shall be admitted to the Company except with the approval of a two-thirds membership interest of the members of the Company and on such terms and conditions as shall be outlined in the regulations 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 a two-thirds vote of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer, which votes shall be allocated in accordance with their membership interests.

ARTICLE IX
Termination of Existence

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, on the occurrence of any other event that terminates the continued membership of a member in the Company, or the passage of ten days after the disposition of substantially all of the Company's assets and no other assets are acquired, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member. Notwithstanding the above, the Company shall be dissolved upon the written consent of all the members.

ARTICLE
Management

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial managers of the Company are John Ames and Sarah Fasoldt, 600 Fifth Avenue South, Suite 212, Naples, Florida 34102.

FILED
MAY 25 PM 4:20
CLERK OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Naples, Florida, this 16th day of May, 2000.

Richard J. How
Richard J. How

STATE OF FLORIDA
COUNTY OF COLLIER

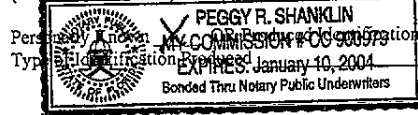
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Richard J. How, who is personally known to me or has produced _____ as identification, to me well known to be the person(s) described in and who executed the foregoing instrument and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last afore-said this 16th day of May, 2000.

(SEAL)

Peggy R. Shanklin
Notary Public - State of Florida

(Print, Type, or Stamped Commissioned Name of Notary Public)



FILED
00 MAY 25 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

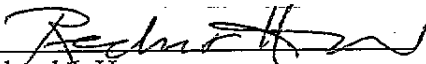
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Mansfield Stanley, L.L.C.
2. The name and address of the registered agent and office is:

Mansfield Stanley, L.L.C.
600 Fifth Avenue South, Suite 212
Naples, Florida 34102

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 16th day of May, 2000.


Richard J. How

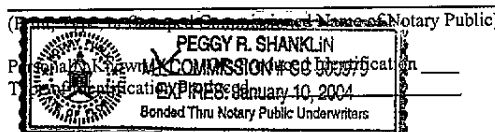
STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Richard J. How, who is personally known to me or has produced identification, to me well known to be the person(s) described in and who executed the foregoing instrument and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last afore-said this 16th day of May, 2000.

(SEAL)


Notary Public - State of Florida



FILED
DO MAY 25 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
TO
ARTICLES OF ORGANIZATION
FOR
MANSFIELD STANLEY, LLC

Initial Contribution:

The initial contribution to the capital of MANSFIELD STANLEY, L.L.C., by its members is as follows:

Member	Cash
John Ames	\$200.00
Sarah Fasoldt	\$200.00

FILED
00 MAY 25 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA