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ACCOUNT NO. : 072100000032

REFERENCE : 745992 7213712
Patricia Myers

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : June 27, 2000

ORDER TIME : 1:53 PM

ORDER NO. : 745992-005

CUSTOMER NO: 7213712

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CUSTOMER: Mr. Kevin A. Kyle
Green, Schoenfeld & Kyle LLP

Suite 320
1520 Royal Palm Square Blvd.
Fort Myers, FL 33919

DOMESTIC FILING

NAME: LEE AIR AND ELECTRIC, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse - EXT. 1154

EXAMINER'S INITIALS:
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

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TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION

OF

LEE AIR AND ELECTRIC, LLC

1. Name. The name of this limited liability company is LEE AIR AND ELECTRIC, LLC (the "Company"), and it shall be formed as a limited liability company under Chapter 608, Florida Statutes.

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.

4. Place of Business. The mailing address and street address of the Company's principal office is 6240-2 Metro Plantation, Fort Myers, Florida 33912.

5. Registered Agent and Office. The name of the initial registered agent of the Company is MICHAEL ROSE. The street address of the initial registered agent of the Company is 6240-2 Metro Plantation, Fort Myers, Florida 33912.

6. Management of the Company. The Company shall be managed by its members and is, therefore, a member-managed company.

7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

8. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal, upon the unanimous written agreement of all members, the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Voting. The Company is authorized to issue membership units with voting rights and membership units without voting rights.

10. Certificated Interests. The members' interests in the Company may be evidenced by certificates upon the unanimous written agreement of all members.

11. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the

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management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

The undersigned, being the sole member of the Company, executed these Articles of Organization effective as of the 26th day of June, 2000. In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

MEMBER:


MICHAEL ROSE

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


MICHAEL ROSE

Dated: June 26, 2000

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