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AVAILABLE FOR CONSULTATION
KÄRTEL, VOLLHARDT & PARTNER
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May 20, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

**Re: Champions Green, Ltd.
Heritage Woods, Ltd
Niemann-Wolter Development Co., Ltd.**

700003287627-1
-06/13/00--01084--011
****165.00 ****155.00

Dear Sir/Madam:

Enclosed three Certificates of Conversation with attached Articles of Organization for the above-referenced corporations. I also enclose my check made payable to the Florida Department of State in the amount of \$165.00 to cover the cost of filing and certification. A self-addressed stamped envelope is enclosed for your convenience.

If you have any questions, you may call our 800 number which is 226-1777.

Very truly yours,

[Signature]

KEVIN A. KYLE

KAK/klw
Enclosures

Name
Address

[Handwritten notes and signatures]

FILED
JUN 12 PM 4:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

936-7200
FF \$ 180.00

CERTIFICATE OF CONVERSION

Pursuant to sections 608.407 and 608.439, Florida Statutes, the following entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

FIRST: The name of the other entity immediately prior to filing this document was:

Niemann-Wolter Development Co., Ltd.

SECOND: The date on which and the jurisdiction in which the other entity was first created or otherwise came into being were:

A. Date: 06/06/1986

B. Jurisdiction: Florida

THIRD: If the jurisdiction was changed, the jurisdiction immediately prior to its conversion to a Florida limited liability company was: _____

FOURTH: The name of the limited liability company as set forth in the attached articles of organization is:

Gateway Investments, L.L.C.

FIFTH: Attached is a copy of the articles of organization for the new Florida limited liability company.

SIXTH: The effective date, if other than the date of filing, is: _____

(Note: Date must be specified and cannot be prior to the date of filing or more than 90 days in the future.)

S. Wenweiser

Signature of a Member or an Authorized Representative of a Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Sylvia Wenweiser, Member

Typed or Printed Name of Signee

Filing Fees: \$100 Filing Fee for Articles of Organization
\$ 25 Filing Fee for Registered Agent Designation
\$ 25 Filing Fee for Certificate of Conversion
\$ 30 Certified Copy (optional)
\$ 5 Certificate of Status (optional)

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JUN 12 PM 4:20
CLERK OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
GATEWAY INVESTMENTS, L.L.C.**

1. Name. The name of this limited liability company is Gateway Investments, L.L.C., a Florida limited liability company (the "Company").

2. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles of Incorporation with the Secretary of State for the State of Florida.

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 Florida.

4. Place of Business. The mailing and street address of the Company's principal office is 9240 Bonita Beach Road, Suite 1117, Bonita Springs, FL 34135.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Dieter Wenwieser. The street address of the initial registered agent of the Company is 9240 Bonita Beach Road, Suite 1117, Bonita Springs, FL 34135.

6. 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.

7. Management of the Company. The Company shall be managed by a manager or managers. The name and address of the initial manager, who shall serve until his successors are elected and qualified, is:

Dieter Wenwieser
9240 Bonita Beach Road, Suite 1117
Bonita Springs, FL 34135

8. Operating Agreement. The manager or managers shall have the power to adopt, alter, amend, or repeal an Operating Agreement for 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.

The undersigned executed these Articles of Organization effective as of the
1 day of May, 2000.

Niemann and Wolter Development
Corp., a Florida corporation, Member

By: *D. Wenwieser*

Name: Dieter Wenwieser

Its: President

S. Wenweiser

Sylvia Wenweiser, Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Dieter Wenweiser

Dieter Wenweiser, Registered Agent

Dated: May 1, 2000.

DOCSFM: 50943.1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA