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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

SUBJECT: 343 COLONY DRIVE, L.L.C.

Enclosed please find an original and two (2) copies of the Articles of Organization together with a check in the amount of \$125.00 to cover costs for the following: 1) filing fee, 2) certificate.

From: Name: David J. Szempruch *DJS*
Address: 4910 Tamiami Trail North
Suite 210
Naples, Florida 34103
Day Phone: (941) 261-8484

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DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314

ARTICLES OF ORGANIZATION
OF
343 COLONY DRIVE, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company shall be: **343 COLONY DRIVE, L.L.C.** ("Company")

ARTICLE II
ADDRESS

The mailing address and the street address of the principal office of the Company shall be:

**4910 Tamiami Trail North
Suite 210
Naples, Florida 34103**

ARTICLE III
DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are:

**David J. Szempruch, Esq.
4910 Tamiami Trail North
Suite 210
Naples, Florida 34103**

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STATE OF FLORIDA
TALLAHASSEE

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 transfer such member's interest in the Company as set forth 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 all the other members of the Company other than the member proposing to dispose of such member's interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI
TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the ~~continued~~ membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining member or members.

ARTICLE VII
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. The 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 manager of the Company is: **Ted C. Moss**, of 483 Kyle Lane, Cleveland, Tennessee 37312.

OR

The Company shall be managed by the members 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 names and address of the managing member(s) of the Company are:

Name	Address
Ted C. Moss	483 Kyle Lane, Cleveland, Tennessee 37312

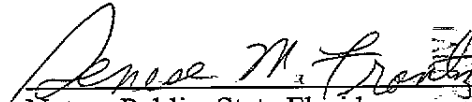
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Naples, Florida, on June 26, 2000.



David J. Szempruch, Member's Authorized Representative

State of Florida
County of Collier

SUBSCRIBED AND SWORN TO before me on June 26, 2000, by David J. Szempruch, who is personally known to me.



Notary Public, State Florida
Denise M. Frantz
Printed Name

00 JUN 27 PM 2:45
NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION # 0002607

My Commission Expires:



Denise M Frantz
My Commission CC613461
Expires January 14 2001

CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE

343 COLONY DRIVE, L.L.C.

Pursuant to §48.091 and §607.0501, Florida Statutes, the following is submitted:

343 COLONY DRIVE, L.L.C., a limited liability company, desiring to organize under the laws of the State of Florida, submits the following statement in designation of its registered office and its Registered Agent within the State of Florida.

1. The name of the limited liability company is:

343 COLONY DRIVE, L.L.C.

2. The name and address of the registered agent and office are:

**David J. Szempruch, Esq.
4910 Tamiami Trail North
Suite 210
Naples, Florida 34103**

The undersigned, being the person named in the articles of organization of 343 COLONY DRIVE, L.L.C., 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 my duties, and is familiar with and accepts the obligations of the position of registered agent.



David J. Szempruch, Registered Agent

Date: June 26, 2000