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SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.

ATTORNEYS AT LAW

Firm Established 1924

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JOHN K. WOOLSLAIR (1908-1968)
W. A. SHEPPARD (1898-1971)

JAY ANDREW BRETT
JOHN F. STEWART +
CRAIG R. HERSCH**
D. HUGH KINSEY, JR.
OF COUNSEL
JOHN W. SHEPPARD *

* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES
* CERTIFIED PUBLIC ACCOUNTANT (FL)
+ ALSO ADMITTED IN IOWA

December 27, 2000

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: RP NORTHERN LIGHTS, LLC

Dear Sirs:

Enclosed herewith are proposed Articles of Organization in reference to the captioned limited liability company. Also enclosed is a check in the amount of \$125.00 to cover the following:

Filing Fee	\$ 100.00
Resident Agent Fee	\$ 25.00
	\$ 125.00


FILED
NOV 29 PM 5:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

If the Articles of Organization meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Organization.

Very truly yours,

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.


JAY A. BRETT

L01-153


JAB:dlb
Enclosures
B-3241

ARTICLES OF ORGANIZATION
OF

RP NORTHERN LIGHTS, LLC

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

ARTICLE I
NAME

The name of the Limited Liability Company shall be RP NORTHERN LIGHTS, LLC ("Company"). The principal place of business of the Company shall be 12669 Coconut Creek Court, Fort Myers, Florida 33908. The mailing address of the Company shall be: 12669 Coconut Creek Court, Fort Myers, Florida 33908.

ARTICLE II
DURATION

The Company shall commence its existence upon the filing of these Articles of Organization, and its existence shall be perpetual unless the Company is dissolved as provided in these Articles of Organization..

ARTICLE III
PURPOSES AND POWERS

The general purpose for which the Company is organized is to own, manage, lease and sell real and personal property. The Company shall also be authorized to transact any lawful business for which a Limited Liability Company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: RONALD L. HANSECK, 12669 Coconut Creek Court, Fort Myers, Florida 33908.

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 upon such terms and conditions as shall be determined by all the members. A member may transfer his or her 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 his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI
TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, expulsion, bankruptcy, or dissolution of a member or upon 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 members, provided there are at least two remaining members.

ARTICLE VII
MANAGEMENT

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 the law or these Articles of Organization. The names and address of the members of the Company are:

NAME

ADDRESS

RONALD L. HANSECK

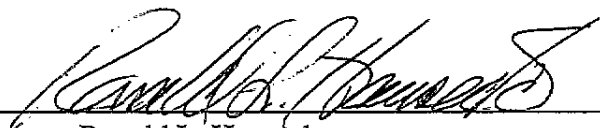
12669 Coconut Creek Court
Fort Myers, Florida 33908

PATRICIA E. PAVIS

12669 Coconut Creek Court
Fort Myers, Florida 33908

FILED
10 DEC 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 26 day of December, 2000.



Ronald L. Hanseck

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 26th day of December, 2000 by RONALD L. HANSECK, who ~~is~~ is personally known to me or () has produced _____ as identification.



Deborah A Arnold
My Commission CC805601
Expires February 15, 2003

(SEAL)

Comm. Expires

Comm. No.

[Signature]
Notary Public
Deborah Arnold
Printed Notary Signature

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for RP NORTHERN LIGHTS, LLC, at the place designated herein, 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. I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 608, Florida Statutes.

[Signature]
Ronald L. Hanseck

Date: 12-26-00

FILED
01 DEC 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA