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January 8, 2001

ATTORNEYS

Philip A. Kaiser phil@keiserlewfirm.com

Richard C. Petrofsky rich@kaiserlawfirm.com

SUPPORT STAFF

Peggy Muenster Director of Client Services and Paralegal peggy@kaiserlawfirm.com

Domnick Stoddard Paralegal domnick@kalserlawfirm.com

Lynn M. Schulte Administrative Assistant lynn@kaiserlawfirm.com

12231 Manchester

St. Louis, MO 63131

(314) 966-7766

(314) 966-7744 (fax)

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

400003538484--7 -01/16/01--01105--002 ****125.00 ****125.00

Re: LPK REAL ESTATE HOLDINGS NO. 2, L.L.C.

Dear Sir or Madam:

Enclosed for filing are Articles of Organization for LPK Real Estate Holdings NO. 2, L.L.C., in duplicate.

Also enclosed is check No. 1688 made payable to the Florida Dept. of Statefor the filing fees.

Please return the duplicate copy with the filing date and any other documentation to us in the enclosed self addressed envelope.

If you have any questions, please call.

Sincerely,

THE KAISER LAW FIRM, P.C.

Domnick Stoddard

Paralegal

Enclosures

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

LPK REAL ESTATE HOLDINGS NO. 12, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

4151 Golf Shore Blvd. N. #1005 Naples, Florida 34103

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Lester	F. Krupp				
	N	ame			
4151 G	olf Shore	Blvd.	N.	#105	
Florida str	eet address (P	O. Box N	TOI	acceptable)	
Naples	`	FI	<u>, </u>	34103	
	City, St	ate, and Z	ip		

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 as provided for in Chapter 60%, F.S..

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

The Limited Liability Company is a single member LLC.

(An additional article must be added if an effective date is requested)

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.)

LPK LIMITED PARTNERSHIP, a Missouri Limited Partnership (Sole Member)

By: Krupp Family Management Co., General Partner By: Lester F. Krupp,

Typed or printed name of signee President

FILING FEES:

- \$ 100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (OPTIONAL)
- \$ 5.00 Certificate of Status (OPTIONAL)