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

ATTORNEYS AT LAW

Firm Established 1924

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PLEASE REPLY TO:

POST OFFICE DRAWER 400
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16521 SAN CARLOS BLVD. #104-D
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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

January 19, 2001

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

200003562952-4
-01/22/01-01112-007
****125.00 ****125.00

Re: Colony Associates, L.L.C.

Dear Ladies and Gentlemen:

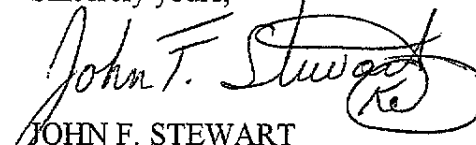
Accompanying this letter please find the following:

1. Articles of Organization of Colony Associates, L.L.C.;
2. Our law firm's check in the amount of \$125.00 for filing fees.
(Filing Fee - \$100.00 with Resident Agent Fee of \$25.00).

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

Thank you for your assistance and courtesies.

Sincerely yours,


JOHN F. STEWART
(Not read but sent to avoid delay)

JFS/kev

Enclosures

cc: Mr. William L. Pritchard (w/o enc.)

FILED
00 JAN 22 AM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu
1/23

ARTICLES OF ORGANIZATION
OF
COLONY ASSOCIATES, L.L.C.

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 Colony Associates, L.L.C. ("Company"). The mailing and street address principal office of the Company shall be 1473 Periwinkle Way, Sanibel, FL 33957.

ARTICLE II
REGISTERED AGENT

The initial registered agent of the Company is William L. Pritchard whose address is 1473 Periwinkle Way, Sanibel, FL 33957.

ARTICLE III
MANAGEMENT

The Company shall be a member-managed Company. The Operating Agreement 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.

ARTICLE IV
MEMBERS

The names and addresses of the initial members of the Company are:

NAME

ADDRESS

William L. Pritchard

1473 Periwinkle Way
Sanibel, FL 33957

Roger C. Pritchard

1473 Periwinkle Way
Sanibel, FL 33957

Paul F. Gaeta

1473 Periwinkle Way
Sanibel, FL 33957

Margareta Gaeta

1473 Periwinkle Way
Sanibel, FL 33957

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Ohio Group, L.L.C.

1473 Periwinkle Way
Sanibel, FL 33957

ARTICLE V
EFFECTIVE DATE

The Company's existence shall begin on the date these Articles are filed with and accepted by the Secretary of State (Division of Corporations), State of Florida.

IN WITNESS WHEREOF, the undersigned members have made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 20th day of Dec, 2000.

William L. Pritchard
William L. Pritchard

STATE OF OHIO
COUNTY OF Clermont

The foregoing instrument was acknowledged before me this 20th day of December, 2000, by WILLIAM L. PRITCHARD, (X) who is personally known to me or () who has produced _____ as identification.

(Seal)

Billie Jo Sword
Notary Public

BILLIE JO SWORD

My Commission Expires: BILLIE JO SWORD Printed Notary Signature
Notary Public, State of Ohio
My Commission Expires June 12, 2005

FILED
00 JAN 22 AM 1:30
SECRETARY OF STATE
ALHAMBRA, FLORIDA

Roger C. Pritchard
Roger C. Pritchard

STATE OF OHIO
COUNTY OF Columbiana

The foregoing instrument was acknowledged before me this 20th day of December, 2000, by ROGER C. PRITCHARD, (X) who is personally known to me or () who has produced _____ as identification.

(Seal)

Dorie Pritchard
Notary Public

My Commission Expires:

DORIE PRITCHARD
Notary Public, State of Ohio
My Commission Expires March 8, 2004

DORIE PRITCHARD
Printed Notary Signature

Paul F. Gaeta
Paul F. Gaeta

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00 JAN 22 AM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEE


The foregoing instrument was acknowledged before me this 20 day of DECEMBER, 2000, by PAUL F. GAETA, (X) who is personally known to me or () who has produced _____ as identification.

(Seal)

Gilda A. Suarez
Notary Public

My Commission Expires:

GILDA A. SUAREZ
Printed Notary Signature

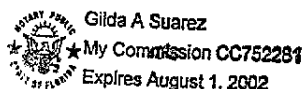
 Gilda A. Suarez
My Commission CC752281
Expires August 1, 2002

Margaret Gaeta
Margareta Gaeta

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 20 day of DECEMBER, 2000, by MARGARETA GAETA, (X) who is personally known to me or () who has produced _____ as identification.

(Seal)



Gilda A. Suarez
Notary Public

GILDA A. SUAREZ

My Commission Expires:

Printed Notary Signature

OHIO GROUP, L.L.C.

William L. Pritchard
BY: William L. Pritchard, Member

STATE OF OHIO
COUNTY OF Clermont

The foregoing instrument was acknowledged before me this 20th day of December, 2000, by William L. Pritchard, Member, (X) who is personally known to me or () who has produced _____ as identification.

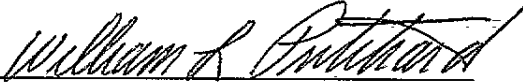
(Seal)

Billie Jo Sword
Notary Public
BILLIE JO SWORD
Notary Public, State of Ohio
My Commission Expires June 12, 2005

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00 JAN 22 AM 1:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Colony Associates, L.L.C., 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.


William L. Pritchard

Date: 12-20-00

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00 JAN 22 AM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA