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DOZIER & DOZIER  
ATTORNEYS AT LAW  
2007 FRUITVILLE ROAD  
SARASOTA, FLORIDA 34237

LAMAR B. DOZIER (1906-1998)  
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February 1, 2001

VIA FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: ELR, L.L.C.

Gentlemen:

Enclosed is the original and a copy of the Articles of Organization for the above named limited liability corporation to be filed with the Secretary of State, along with our check in the amount of \$125.00 to cover the filing fee. Please have the enclosed copy of the Articles stamped with a filing date, and return it to our office along with your cover letter providing the assigned document number. We do not need a certified copy.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

DOZIER & DOZIER

*Thomas A. Dozier*

Thomas A. Dozier

TAD:bap  
Enclosures

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FILED  
01 FEB -2 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION  
OF  
ELR, L.L.C.

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

ARTICLE I - NAME

The name of the limited liability company shall be:

**ELR, L.L.C.**

(hereinafter referred to as the "Company")

ARTICLE II - ADDRESS

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

7090 Fruitville Road  
Sarasota, FL 34240

ARTICLE III - PURPOSE AND POWER

The business of the Company shall be to carry on any lawful business or activity in accordance with applicable law, and to have and exercise all of the powers, rights and privileges which a limited liability company organized pursuant to the Florida Act may have and exercise. Title to real estate and to other assets acquired by the Company shall be held in the name of the Company. In carrying out the purposes of the Company, but subject to all other provisions of this Agreement, the Company shall have all powers and rights of a limited liability company organized under the Florida Act, to the extent such powers and rights are not proscribed by the Articles.

ARTICLE IV - 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 in accordance with the Florida Act.

ARTICLE V - REGISTERED AGENT

The name and address of the Company's initial registered agent for service of process in the State of Florida is:

FILED  
01 FEB -2 PM 5: 00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


Everett R. Claxton  
7090 Fruitville Road  
Sarasota, FL 34240

ARTICLE VI - MANAGEMENT

The Company shall be managed by a designated Manager as provided in the Operating Agreement. The name and address of the initial manager of the Company is:

Everett R. Claxton  
7090 Fruitville Road  
Sarasota, FL 34240

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Sarasota, Florida on this 2/1, 2001.

  
\_\_\_\_\_  
Everett R. Claxton  
Manager

CLERK OF STATE  
TAMPA, FLORIDA

FEB -2 PM 5:00

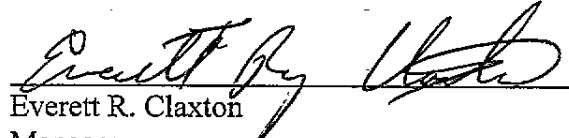
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**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR**

**ELR, L.L.C.**

Having been named as Registered Agent to accept service of process for the above stated limited liability company, at the place designated in the company's Articles of Organization, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED: 2/1, 2001

  
Everett R. Claxton  
Manager

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01 FEB -2 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA