

Ozona Management, Inc.

P.O. Box 6688, Ozona, Florida 34660

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Kim L. Kaszuba, Esq.

February 12, 2001

MJH

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: OLD TOWNE PROPERTIES I, LLC
OLD TOWNE PROPERTIES II, LLC

Dear Sir/Madam:

Enclosed please find for filing the originals and one copy of the Articles of Organization and Acceptance by Registered Agent on behalf of the referenced limited liability companies. Also enclosed are our checks in the amount of \$125.00 each for the filing fees. Please return a copy of the filed Articles of Organization to my office. If you have any questions, please do not hesitate to contact my office at (727)781-7273.

Thank you for your kind assistance.

Sincerely,



Kim L. Kaszuba

KLK
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB 19 PM 3:04

ARTICLES OF ORGANIZATION OF LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB 19 PM 3:04

1. Name of LLC:

The name of the limited liability company is Old Towne Properties II, LLC.

2. Mailing and Street Address of LLC:

The street address of the registered office in Florida is 305 Orange St., Ozona, FL 34660.

3. Registered Agent:

3.1 Name of Registered Agent:

The name of the registered agent for service of process in Florida is Betsy Gilbert.

3.2 Address of Registered Agent:

The address of the registered agent for service of process is 305 Orange St., Ozona, FL 34660.

3.3 Status of Registered Agent:

The registered agent is:

- (X) An individual resident of Florida
- () A domestic corporation
- () A foreign corporation authorized to do business within (state of organization)
- () A domestic limited liability company
- () A foreign limited liability company authorized to do business within (state of organization)

4. Name and Address of Each Organizer:

The name and business address of each organizer is:

Ronald H. Deferrari, Trustee of the Ronald H. Deferrari Revocable Trust dated August 9, 1997 and as amended
305 Orange St.
P.O. Box 6688
Ozona, FL 34660

5. Duration:

The period of duration of Old Towne Properties II, LLC is perpetual.

6. Form of Management: Member-Managed

The management of Old Towne Properties II, LLC shall be vested in the member(s).
The name and street addresses of the members are:

Ronald H. Deferrari, Trustee of the Ronald H. Deferrari Revocable Trust dated
August 9, 1997 and as amended
305 Orange St.
Ozona, FL 34660

7. Specification of Purpose:

The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of Florida, including, but not limited to, the following:

- (a) To carry on any business or any other legal or lawful activity allowed by law;
- (b) To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or any interest in such property;
- (c) To manufacture, buy, sell and generally deal in good, wares and merchandise of every class and description;
- (d) To buy, rent, sell, manufacture, produce, assemble, distribute, repair, and service any and all products or services in which the company desires to engage;
- (e) To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed;
- (f) To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

The foregoing shall be construed as objects, purposes and powers and enumeration thereof and shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Florida.

8. Right to Continue Business:


In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued

membership of a member in Old Towne Properties II, LLC, the remaining members have the right under the operating agreement to continue the business of Old Towne Properties II, LLC.

9. Capital and Members:

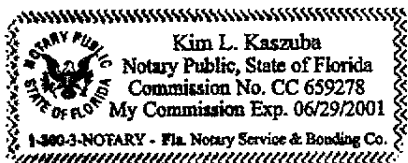
Old Towne Properties II, LLC, has at least one (1) member. Members shall not be required to make additional contributions to the capital of the company. Additional members shall be admitted upon the written consent of all the members. There are no preemptive rights on behalf of any Member.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 15th day of February, 2001.


RONALD H. DEFERRARI, Trustee of the
Ronald H. Deferrari Revocable Trust dated
August 9, 1997 and as amended
Member

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Organization of Limited Liability Company were acknowledged before me this 15th day of February, 2001, by RONALD H. DEFERRARI, Trustee of the Ronald H. Deferrari Revocable Trust dated August 9, 1997 and as amended, ~~who is personally known to me~~ or who has produced _____ as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.



NOTARY PUBLIC:


SIGN 

PRINT

State of Florida at Large (Seal)
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above stated limited liability company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.


Betsy Gilbert