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6719 Winkler Road, Suite 121
Fort Myers, Florida 33919-7200
941-489-1774

700 Midtown Tower
Rochester, New York 14604-2070
716-232-6500

HARTER, SECREST & EMERY LLP
A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

PELICAN BAY CORPORATE CENTER
5551 RIDGEWOOD DRIVE, SUITE 405
NAPLES, FLORIDA 34108-2753
941-598-4444
Fax 941-598-2781

One HSBC Center, Suite 3550
Buffalo, New York 14203-2884
716-853-1616

111 Washington Avenue, Suite 206
Albany, New York 12210-2206
518-434-4377

May 30, 2001

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

Re: Alliance Property Maintenance, LLC

Gentlemen:

Enclosed please find the original and one copy of Articles of Organization for the above Limited Liability Company, the Certificate of Designation of Registered Agent, and our check in the amount of \$155.00, to cover the appropriate fees, including the fee for a certified copy.

When filed, please return your letter of acknowledgment and the certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,
HARTER, SECREST & EMERY LLP


Dennis J. Lumsden

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
ALLIANCE PROPERTY MAINTENANCE, LLC
A
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

ALLIANCE PROPERTY MAINTENANCE, LLC

ARTICLE II - Address:

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

**3701 TAMiami TRAIL NORTH
NAPLES, FLORIDA 34103**

ARTICLE III - Registered Agent Name and Address:

The name and street address of the registered agent of the Limited Liability Company are:

**DENNIS J. LUMSDEN
5551 RIDGEWOOD DRIVE, SUITE 405
NAPLES, FLORIDA 34108**

ARTICLE IV - Duration:

The period of duration for the Limited Liability Company shall be:

This Company shall commence to exist on filing these Articles, in accordance with Section 608.409(1), Florida Statutes, and shall have perpetual existence.

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CLERK OF DISTRICT COURT
NAPLES, FLORIDA

ARTICLE V - Management:
(check and complete the appropriate statement)

~~The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:~~

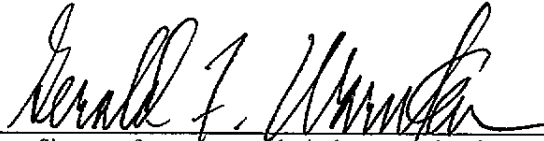
The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

McFADDEN & SPROWLS, INC., A FLORIDA CORPORATION
FLORIDA REGISTRATION NUMBER 449910
3701 TAMiami TRAIL NORTH
NAPLES, FLORIDA 34103

ARTICLE VI - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

The Managing Member may admit additional members to replace one who has ceased to be a member, provided the replacement member has purchased, or otherwise acquired a membership unit.



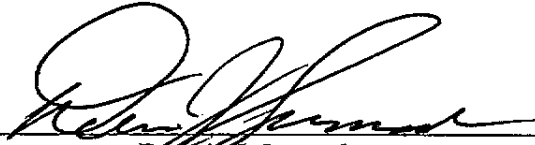
Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Executed on May 30, 2001
By: Gerald F. Warnken, Chairman
McFadden & Sprowls, Inc., a Florida corporation

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Consent of Registered Agent

Having been named as registered agent and to accept service of process for the above named 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 608, Florida Statutes.



Dennis J. Lumsden
Executed on May 30, 2001

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