

Parrish, White & Lawhon, P.A.
ATTORNEYS AT LAW

JON D. PARRISH
JOHN P. WHITE



ANTHONY M. LAWHON
FLOYD S. YARNELL

LO10000009132

May 31, 2001

MJH

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

Re: Articles of Organization of
FAE Development, LLC

8000004339668--0
-06/04/01--01066--019
*****125.00 *****125.00

Dear Sir or Madam:

I have enclosed the original and one copy of Articles of Organization of the above-referenced limited liability company. Also enclosed is our check number 1280 in the amount of \$125.00, which represents the filing fee for these Articles.

Please file the original and return the stamped copy to us in the self-addressed, stamped envelope which is enclosed for this purpose.

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

Very truly yours,

PARRISH, WHITE & LAWHON, P.A.

Anthony M. Lawhon

AML/ch
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FAE DEVELOPMENT, L.L.C.**

The undersigned, pursuant to §608.407, Florida Statutes, adopt the following Articles of Organization for such limited liability company.

ARTICLE I – Name

The name of the limited liability company is **FAE Development, L.L.C.**.

ARTICLE II – Duration

The period of duration for the limited liability company shall be perpetual.

ARTICLE III – Address

The mailing address and street address of the principal office of the limited liability company is: c/o Anthony M. Lawhon, Parrish, White & Lawhon, P.A., 3431 Pine Ridge Road, Suite 101, Naples, Florida, 33109.

ARTICLE IV – Management

The limited liability company is to be managed by one Managing Member, to wit: Timothy O. Eldredge.

ARTICLE V – Registered Agent

The initial street address of the initial registered office of the limited liability company is: Parrish, White & Lawhon, P.A., 3431 Pine Ridge Road, Ste. 101, Naples, Florida 34109. The initial registered agent at such address shall be Anthony M. Lawhon.

ARTICLE VI – Admission of Additional Members

The right of the Members to admit additional Members and the terms and conditions of the admissions shall be as follows: No person may be admitted as a Member unless each Member consents in writing to the admission of the additional Member.

ARTICLE VII – Members Rights to Continue Business

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a

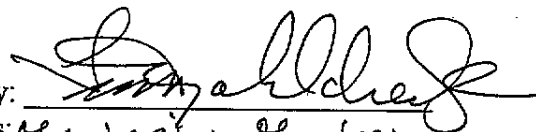
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TALLAHASSEE, FLORIDA

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Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the limited liability company, the remaining Member(s) may elect to continue the business by the unanimous written consent of all remaining Members within ninety (90) days of such event.

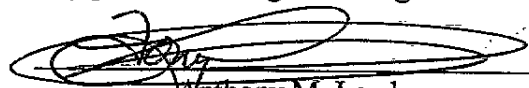
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization at Naples, Collier County, Florida on this ___ day of May, 2001.

FAE Development, L.L.C.,
a Florida limited liability Company

By: 
Its: Managing Member

ACCEPTANCE OF REGISTERED AGENT

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.


Anthony M. Lawhon
5/30/01
Date