



L010000 DD9624

ACCOUNT NO. : 072100000032

REFERENCE : 188126 81093A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 15, 2001

ORDER TIME : 1:18 PM

ORDER NO. : 188126-010

CUSTOMER NO: 81093A

CUSTOMER: D. H. Kinsey, Esq
Sheppard Brett Stewart &
Hersch, P.a.
2121 West First Street
P. O. Drawer 400
Ft. Myers, FL 33901

DOMESTIC FILING

NAME: AFFINITY HOLDING COMPANY,
L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

000004422920--1
-06/15/01--01076--003
****155.00 ****155.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

APPROVED
AND
FILED
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
01 JUN 15 PM 2:36
2001 JUN 15 PM 2:20
TALLAHASSEE, FLORIDA
NOTICE: EXHIBIT
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

JB
6-15-01

ARTICLES OF ORGANIZATION
OF
AFFINITY HOLDING COMPANY, 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 AND PRINCIPAL OFFICE

The name of the Limited Liability Company shall be AFFINITY HOLDING COMPANY, L.L.C., ("Company"). The principal office of the Company shall be 10700 Orange River Boulevard, Fort Myers, Florida 33905.

ARTICLE II
MAILING ADDRESS

The mailing address of the Company shall be: 10700 Orange River Boulevard, Fort Myers, Florida 33905.

ARTICLE III
DURATION

The Company shall commence its existence upon the filing of these Articles of Organization, and its existence shall be perpetual unless the Company is dissolved as provided in these Articles of Organization..

ARTICLE IV
PURPOSES AND POWERS

The general purpose for which the Company is organized is to own and lease a facility for equine related services. The Company shall also be authorized to transact any lawful business for which a Limited Liability Company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

ARTICLE V
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: LAURIE-SUZANNE, 10700 Orange River Boulevard, Fort Myers, Florida 33905.

01 JUN 15 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

ARTICLE VI
ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII
TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VIII
MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations 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. The names and address of the members of the Company are:

NAME

ADDRESS


LAURIE-SUZANNE

10700 Orange River Boulevard
Fort Myers, Florida 33905

01 JUN 15 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 14 day of June, 2001.


Laurie-Suzanne

STATE OF FLORIDA

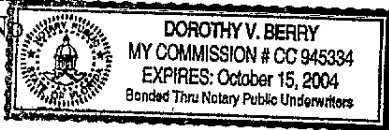
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 14th day of June, 2001 by LAURIE-SUZANNE, who () is personally known to me or () has produced Florida Driver's License as identification.

(SEAL)

Comm. Expires

Comm. No



Dorothy V. Berry
Notary Public
DOROTHY V. BERRY
Printed Notary Signature

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for AFFINITY HOLDING COMPANY, 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.

Laurie-Suzanne
Laurie-Suzanne

Date: 6/14/01
01 JUN 15 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED