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June 25, 2001

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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****155.00 ****155.00

RE: NANNY'S PLACE, LLC

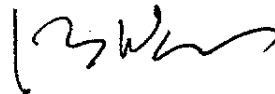
Gentlemen:

Enclosed for filing please find the Articles of Organization for the above-referenced Florida limited liability company.

Also enclosed is a check in the amount of \$155.00 for the filing fee and the cost of a certified copy.

If anything further is needed, please let me know. Otherwise, please forward the certified copy to me at the above Winter Haven address.

Sincerely,



KERRY M. WILSON

:pk
Enclosures

FILED
01 JUN 27 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/27/01
7/2

**ARTICLES OF ORGANIZATION
FOR
NANNY'S PLACE, LLC,
A Florida Limited Liability Company**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

**ARTICLE I
Name**

The name of this Company shall be **NANNY'S PLACE, LLC.**

**ARTICLE II
Duration**

The term of existence of the Company shall be perpetual.

**ARTICLE III
Mailing and Street Address**

The mailing address and the street address of the Company is 400 Ave. K., S.E., Winter Haven, Florida 33880.

**ARTICLE IV
Registered Agent and Office**

The name and street address of the initial registered agent and office for this Company is as follows: Gary B. Schemmer, 400 Ave. K., S.E., Winter Haven, Florida 33880.

**ARTICLE V
Admission of Additional Members;
Terms and Conditions of such Admissions**

Additional Members may be admitted upon unanimous consent of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.

FILED
01 JUN 27 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Management of Company

The Company is to be managed by managers, and is to be a "manager-managed" company. The names and addresses of the managers who are to serve until the first annual meeting of Members, or until their successors are elected and qualify, are:

Betsey Heather Bogdahn	1332 Evalyn Dr. S.E. Winter Haven, FL 33880
Kathryn Elise White	13757 SW 149 Circle Lane Unit 2 Miami, FL 33186
Gary B. Schemmer	2900 E. Lake Hartridge Winter Haven, FL 33881

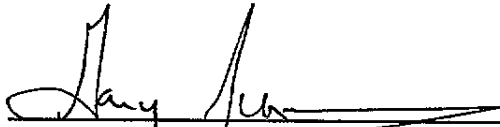
ARTICLE VII
Amendment of Articles of Organization

Any amendment to these Articles of Organization shall be on such form as prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. If the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE VIII
Transferability of Member's Interest

An interest of a Member of this Company may be transferred or assigned only to such extent and in the manner provided in the Operating Agreement of the Company.

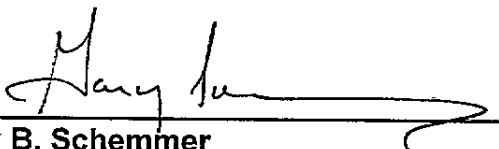
IN WITNESS WHEREOF, the undersigned has hereunto set his hand this ____ day of June, 2001.



Gary B. Schemmer, a Member of the
Company

STATEMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated limited liability company, 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 the accept the obligations of my position as Registered Agent as provided in Chapter 608, Florida Statutes.


Gary B. Schemmer

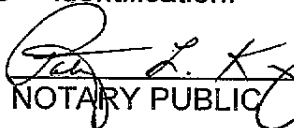
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 25th day of June, 2001, by **Gary B. Schemmer**, who is personally known to me or produced _____ as identification.

(SEAL)



Patsy L. King
MY COMMISSION # CC677350 EXPIRES
October 19, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC

Print Name of Notary

My Commission Expires:

FILED
01 JUN 27 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA