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Arthur W. Trufelli

Attorney at Law
Florida & New York

FLORIDA SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

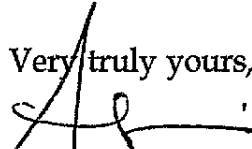
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re: Articles .
Name: SUNPORT II, L.C.
Date: 7/1/2001

Enclosed are two original Articles of Organization for the above limited liability company, together with my check in the amount of \$155 covering filing charges and certification fee. Please return a certified copy of the articles and your filing receipt to me.

Thank you for your consideration.

Very truly yours,


Arthur W. Trufelli, Esq.
encls.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
SUNPORT II, L.C.**

ARTICLE. 1 NAME

The name of this limited Liability Company is **SUNPORT II, L.C.**

ARTICLE II-DURATION

This limited Liability Company shall begin its existence commencing on the date of the filing of these articles with the Department of State and shall be perpetual in duration.

ARTICLE III. PURPOSE

This limited liability company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, specifically affirming the powers set forth in Florida Statutes Section 608.404 (2)&(3) relating to real, personal, legal or equitable property.

**ARTICLE IV. PLACE OF BUSINESS; NAME AND ADDRESS OF
REGISTERED AGENT**

The street address and mailing address of the principal office of this limited liability company shall be **27 Pennock Lane #205, Jupiter, Florida 33458**. The name and address of its initial registered agent shall be: Garnett Williams, 972 So. Old Dixie Highway, Jupiter, FL 33458.

**ARTICLE V. INITIAL MEMBER, ADMISSION OF NEW MEMBERS AND
TERMS OF ADMISSION**

The initial members of this limited liability are Garnett Williams, who shall serve as the managing member and TRUVILLA CORP, a Florida Corporation doing business at 27 Pennock Lane #205, Jupiter, FL 33458.. New members of this limited liability company may be admitted upon majority vote of the existing members of this limited liability company. Each new member shall make a contribution equal to that contribution which each original member of this limited liability company made, specifically One Hundred Dollars (\$100.00) in cash, the total initial assets of the company. Each member may make additional contributions from time to time as prescribed in these Articles and the company's operating agreement.

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ARTICLE VI. RIGHT OF REMAINING MEMBERS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of this limited liability company, the remaining members shall have the right to continue the business of this limited liability company.

ARTICLE VII. MANAGEMENT OF LIMITED LIABILITY COMPANY

This limited liability company shall be managed by a manager. The name and address of the initial manager is Garnett Williams 972 So. Old Dixie Highway, Jupiter, FL 33458.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 1st day of JULY, 2001.


GARNETT WILLIAMS
Member/Manager

ACCEPTANCE BY REGISTERED AGENT

the registered agent states :

I am fully familiar with and accept the duties and responsibilities of registered agent for said limited liability company.

dated this 1ST day of JULY, 2001.


GARNETT WILLIAMS

State of Florida
County of Palm Beach

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TALLAHASSEE, FLORIDA

Before me, a notary authorized to take acknowledgements in the State and County set forth above, personally came, GARNETT WILLIAMS, known to be member/manger and registered agent of the foregoing limited liability company and known personally by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed those Articles of Organization this 1ST day of JULY, 2001.


notary



Arthur W Trufelli
My Commission CC992080
Expires March 19, 2005