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LD10000 13264

August 2, 2001

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED
(ARTICLE NUMBER 7000 1670 0010 2776 0938)**

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

Re: *Articles of Organization*
Pippin of Southwest Florida, L.L.C.
Cory of California, L.L.C.

3000045235431-6
-08/08/01--01011--003
****125.00 ****125.00

Dear Madam/Sir:

We represent Pippin of Southwest Florida, L.L.C. and Cory of California, L.L.C., limited liability companies to be formed under the laws of the State of Florida (collectively the "Companies"). Pursuant to the Florida Limited liability Company Act, enclosed please find Articles of Organization for the Companies (collectively the "Articles"). Please file both Articles. It does not matter which document is filed first. We have enclosed two separate checks in the amount of \$125.00 each payable to the "Florida Department of State" to cover the applicable filing fees.

As soon as both documents are filed, please forward a copy of the filed Articles and all other documentation confirming and relating to this filing to our office. A copy of the Articles are enclosed for your convenience.

We appreciate your assistance in this matter. If you have any questions, please feel free to contact our office.

Very truly yours,

BOND, SCHOENECK & KING, P.A.


William L. Owens

WLO/acb
Enclosures
cc: Mr. Steven L. Weiss (w/o enc.)

FILED
01 AUG -7 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LD1-13264
OK



ARTICLES OF ORGANIZATION
OF
PIPPIN OF SOUTHWEST FLORIDA, L.L.C.

Article 1. Name

The name of the Limited Liability Company is:

Pippin of Southwest Florida, L.L.C.

Article 2. Initial Principal Office

The mailing address of the initial principal office of the Limited Liability Company is 7515 Pelican Bay Boulevard No. 15-B, Naples, Florida 34108. The street address of the initial principal office of the Limited Liability Company is 7515 Pelican Bay Boulevard No. 15-B, Naples, Florida 34108.

Article 3. Initial Registered Agent and Office

The name and street address of the initial registered agent and office of the Limited Liability Company is:

Steven L. Weiss

7515 Pelican Bay Boulevard No. 15-B
Naples, Florida 34108

Article 4. Statement of Management

The Limited Liability Company shall be managed by a Manager or Managers in accordance with the Operating Agreement. Therefore, the Limited Liability Company is to be a manager-managed company. Steven L. Weiss, as an authorized representative of a Member of the Limited Liability Company, is authorized to execute these Articles of Organization and file them with the Florida Department of State.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 5. Commencement of Existence

The Limited Liability Company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State.

Article 6. Amendment

The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment to them in accordance with the Operating Agreement of the Limited Liability Company, and any right conferred upon the Member or Members is subject to this reservation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization on this 1st day of August, 2001.

Steven L. Weiss

Steven L. Weiss
Authorized Representative of a Member

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Pippin of Southwest Florida, L.L.C. which is contained in the foregoing Articles of Organization. I am familiar with, and accept, the obligations of such a position as provided for under Chapter 608, Florida Statutes.

Dated this 1st day of August, 2001.

Steven L. Weiss

Steven L. Weiss
Registered Agent