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LAW OFFICES

COTTRELL, WARCHOL, MERCHANT & ROLLINGS, L.L.P.

A FLORIDA LIMITED LIABILITY PARTNERSHIP
FEIN 59-2851736

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WILLIAM C. MERCHANT
Certified Court Mediator and
Court Appointed Arbitrator
HARVEY ROLLINGS
Certified Family Law Mediator
Certified Circuit Court Mediator
ROBERT E. BONE, JR.
TRACY L. COGHILL

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Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399
Post Office Box 6327
Tallahassee, Florida 32301

Attn: Corporate Division

RE: EMBERS LAKE ESTATES, L.L.C.

Dear Sir:

Enclosed herewith is the original and one copy of the Articles of Organization of the above referenced company, together with a check in the amount of \$78.75, said check allocated as follows:

\$35.00 filing fee
\$35.00 registered agent fee
\$ 8.75 certified copy

Please return a certified copy of the Articles of Incorporation to this office.

Thank you for your cooperation in this matter.

Very truly yours,


Tracy Coghill

TLC/sr
Enclosure

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800004513718--1
-08/14/01--01062--001
*****76.25 *****76.25

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA





FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 7, 2001

TRACY COGHILL
COTTRELL WARCHOL MERCHANT & ROLLINGS LLP
P.O. BOX 100767
CAPE CORAL, FL 33910

SUBJECT: EMBERS LAKE ESTATES, L.L.C.
Ref. Number: W01000018182

We have received your document for EMBERS LAKE ESTATES, L.L.C. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$76.25. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The document must contain both the street address of the principal office and the mailing address of the entity.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Shawn Logan
Document Specialist

Letter Number: 501A00045287

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF EMBERS LAKE ESTATES, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority of the conduct of business of the limited liability company.

ARTICLE I

NAME, PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The name of the limited liability company shall be **EMBERS LAKE ESTATES, L.L.C.**, and its mailing address and principal office shall be located at 2200 Front Street, in the City of Manchester, State of New Hampshire but it shall have the power and authority to establish branch offices at any other place or places as the members or managers may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while

acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and settlements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of the company, and the business and affairs of this limited liability company shall be managed under the direction of the managers of this limited liability company. This Article may be amended from time to time in the operating agreement of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

The Limited Liability Company is to be Manager managed. The name and address of the initial Manager is as follows:

Richard P. Letendre
2200 Front Street
Manchester, NH 03102

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TALLAHASSEE, FLORIDA


**ARTICLE V
DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the operating agreement adopted by the members.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1633 SE 47th Terrace, City of Cape Coral, County of Lee, State of Florida and the name of the company's initial registered agent at that address is Tracy L. Coghill, Esquire.

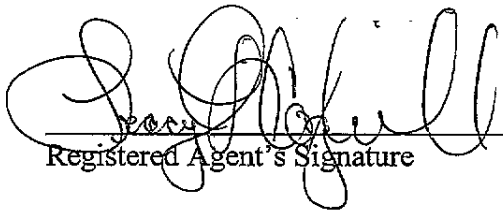
IN WITNESS THEREOF, the undersigned has executed these Articles of Organization on behalf of the Company this 1 day of AUGUST, 2001.


Richard P. Letendre, Member and Authorized
Representative of Embers Lake Estates, L.L.C.

In accordance with Florida Statute Section 608.408(3), the execution of this document constitutes affirmation under the penalties of perjury that the facts herein are true.

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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, Tracy L. Coghill, Esquire, hereby accept the appointment as registered agent and agree to act in this capacity. If 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 as provided for in Chapter 608, F.S.


Registered Agent's Signature

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