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ACCOUNT NO. : 072100000032

REFERENCE : 445209 7103152

AUTHORIZATION :

COST LIMIT : \$ 130.00

155.00

per Jeanine

ORDER DATE : November 15, 2001

ORDER TIME : 1:58 PM

ORDER NO. : 445209-010

CUSTOMER NO: 7103152

CUSTOMER: Kenneth R. Johnson, Esq
Goodlette Coleman & Johnson,
P.a.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

600004684155--R

DOMESTIC FILING

NAME: FRANCO ENTERPRISES, L.L.C.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 NOV 15 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 NOV 15 PM 2:23

APPROVED
AND
FILED

JB
11-15-01

CERTIFICATE OF CONVERSION

Pursuant to Florida Statutes §608.439, the following foreign limited liability company hereby submits the attached Articles of Organization and this Certificate of Conversion to convert from a Michigan limited liability company to a Florida limited liability company:

FIRST: The Name of the foreign limited liability company immediately prior to the filing of this document was:

FRANCO ENTERPRISES, L.L.C., a Michigan limited liability company

SECOND: The date on which and the jurisdiction in which the foreign limited liability company was first created or otherwise came into being are:

- A. Formation Date : May 10, 1994
- B. Sate of Jurisdiction: Michigan

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is:

FRANCO ENTERPRISES, L.L.C., a Florida limited liability company

IN WITNESS WHEREOF, the undersigned, **ANTHONY M. FRANCO**, being a Member and Manager of the Company, has executed this Certificate of Conversion on this 19th of October, 2001, for the purpose of forming a limited liability company under the Florida Limited Liability Act.


Anthony M. Franco

(In accordance with Florida Statutes §608.408(3), the execution of this instrument constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FRANCO ENTERPRISES, L.L.C.,
a Florida Limited Liability Company**

The undersigned, being a Member and the Manager of a limited liability company to be organized under the Florida Limited Liability Company Act, adopts and submits the following Articles of Organization for such limited liability company:

**Article I
COMPANY NAME**

The name of the limited liability company (the "Company") shall be:

FRANCO ENTERPRISES, L.L.C., a Florida limited liability company

**Article II
PRINCIPAL PLACE OF BUSINESS**

The initial mailing address and street address of the principal office of the Company shall be:

c/o Anthony M. Franco
6621 George Washington Way
Naples, FL 34108.

**Article III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is:

4001 Tamiami Trail North, Suite 300
Naples, Florida 34103

and the name of the initial registered agent at such address is:

Kenneth R. Johnson.

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Article IV
ADMISSION OF MEMBERS

Initially, the Company shall have ONE (1) Member. The Members of the Company may admit new members to the Company by vote of a majority in interest of the Members or by reason of a transfer of a membership interest in whole or in part, as more fully described in and subject to the terms, conditions and consent requirements set forth in the Regulations of the Company. Newly admitted members shall have all the rights and privileges as set forth in the Regulations of the Company.

Article V
EFFECTIVE DATE

The Company's effective date of existence in Florida shall begin on the date of filing these Articles with the Florida Secretary of State.

Article VI
DURATION

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or any other event that would terminate the continued membership of a Member in the Company, the remaining members shall have the right to unanimously agree to continue the business of the Company.

Article VII
ADOPTION OF REGULATIONS

The initial Regulations of the Company shall be adopted by the Company's initial Member. The Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

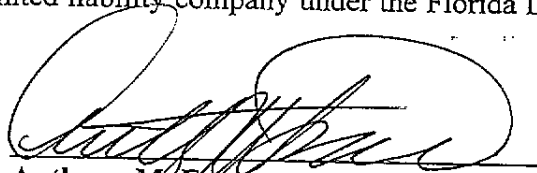
Article VIII
MANAGER

The company will be managed by a Manager who shall be designated, appointed or elected as more fully described in the Regulations, and is, therefore, a manager-managed company. The initial number of Managers of the Company shall be one (1). The number of Managers may be increased or decreased in accordance with the terms of the Regulations. The name and business

address of the person who shall serve as Manager until replaced in the manner set forth in the Regulations is:

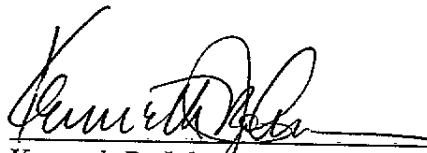
Anthony M. Franco
6621 George Washington Way
Naples, FL 34108.

IN WITNESS WHEREOF, the undersigned, **ANTHONY M. FRANCO**, being a Member and the Manager of the Company, has executed these Articles of Organization on this 19th day of October, 2001, for the purpose of forming a limited liability company under the Florida Limited Liability Act.


Anthony M. Franco

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Kenneth R. Johnson, having been designated to act as registered agent and to accept service of process for the above stated limited liability company at the place designated hereinabove, hereby accepts the appointment as registered agent and agrees 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 am familiar with and accept the designations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


Kenneth R. Johnson, Registered Agent

Date: October 19, 2001

(In accordance with Florida Statutes §608.408(3), the execution of this instrument constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED