

M. A. RHYNARD, P. A.
ATTORNEY AT LAW

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515 SOUTH RIDGEWOOD AVENUE · DAYTONA BEACH, FLORIDA 32114
TELEPHONE (386) 255-3141 · FAX: (386) 258-9871

December 10, 2001

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Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: Edelweiss Properties, L.L.C.

Dear Sir/Madam:

Enclosed herein is the original and one (1) copy of the Articles of Organization on the above named proposed Florida Limited Liability Company.


Also enclosed is my Trust Account check in the amount of \$160.00, representing payment of the following:

Filing Fee	\$100.00
Designation of Registered Agent	\$ 25.00
Certified Copy	\$ 30.00
Certificate of Status	\$ 5.00

Please file the enclosed Articles of Organization and return a certified copy to the undersigned.

Thank you for your attention to this matter.

Very truly yours,


M. A. Rhynard
MAR/lrg

Enclosures (2)

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
EDELWEISS PROPERTIES, L.L.C.

PREAMBLE

The undersigned hereby adopt these Articles of Organization for the purpose of forming a Limited Liability Company under The Florida Limited Liability Company Act (Chapter 608 of the Florida Statutes).

ARTICLE I.
NAME

The name of this Limited Liability Company is : EDELWEISS PROPERTIES, L.L.C.

ARTICLE II.
DURATION

The Company shall commence on the date of the filing of these Articles of Organization with the Florida Department of State and shall exist perpetually thereafter or until an earlier event of Dissolution provided in Article XII of these Articles of Organization.

ARTICLE III.
PURPOSE

The purpose of the Company is to engage in any activity or as may be agreed upon by the Members and as are lawful under the laws of the State of Florida. Without restriction to the foregoing, the Company may undertake any other lawful activity and shall exercise all the powers vested in a limited liability company organized and existing by virtue of the Florida Limited Liability Company Act.

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ARTICLE IV.
ADDRESS OF OFFICE AND REGISTERED AGENT

4.1 Mailing and Street Address. The initial mailing and street address of the principal office of the Company is:

1003 4th Street
Port Orange, Florida 32129

or such other place or places as the Members may designate from time to time.

4.2 Registered Agent Name and Street Address. The initial Registered Agent of the Company and her street address is:

M. A. Rhynard
515 S. Ridgewood Avenue
Daytona Beach, FL 32114

ARTICLE V.
MEMBERSHIP

5.1 Members. The name and addresses of the initial Members of the Company are:

GERHARD B. HEUKEROTT, 1003 4th Street, Port Orange, Florida 32129.

5.2 Election. Membership shall at all times consist of one or more persons. The word person shall be defined to include individuals, children, firms, associations, joint ventures, partnerships, estates, trusts, business trusts, syndicates, fiduciaries, corporations and all other groups or combinations. Members shall not be required to be citizens or residents of the United States of America. Members shall be admitted upon the unanimous written consent of all Members pursuant to procedures set forth in these Articles of Organization and the Regulations of the Company.

5.3 Transfer-Assignment. Membership in the Company may be transferred or assigned only upon the unanimous written approval of the Member(s), which approval may be delayed or withheld. In the absence of such unanimous written approval the transferee of the interest of any Member shall not become a Member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and the return of contributions to which that transferor Member would be entitled, as his/her or its participation.

5.4 Vote. All actions taken by the Members shall be by majority vote. The vote of each Member shall be in accordance with his/her or its Participation determined as of the date of the vote.

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5.5 Limited Liability. Neither the Members of the Company nor the managers of the Company, if any, shall be liable under a judgment or decree, or order of a court, or in any other manner for a debt, obligation, or liability of the Company.

5.6 Indemnification. The Company shall indemnify any present or former Member or agent exercising powers or duties of a Member, to the full extent now or hereafter permitted by Law.

ARTICLE VI. MANAGEMENT

6.1 Powers. The management of the Company shall be vested in the Members in proportion to their Participation. All Company powers shall be exercised, and the business and affairs of the Company shall be managed by and under the authority of the Members pursuant to the specific rules regarding rights and duties of Members enumerated in these Articles of Organization and the Regulations of the Company.

6.2 Appointment of Manager. GERHARD B. HEUKEROTT, whose address is 1003 4th Street, Port Orange, FL 32129 shall serve as the initial manager of the Company commencing upon the effective date of the Company. GERHARD B. HEUKEROTT shall serve for a period of one (1) year or until earlier terminated by a vote of a majority of the Members and until his successor is elected and qualified.

6.3 Agent. Members may appoint one or more individuals or entities as limited agent(s) to facilitate the business of the Company. Such agent(s) shall act pursuant to specific revocable written instruction of limited duration.

6.4 Contracting of Debt. No debt shall be contracted nor liability incurred by or on behalf of the Company by any manager, if management of the Company has been vested by the Members in a manager or managers or by less than any two (2) Members if management of the Company has been retained by the Members.

6.5 Vote. Decisions on all matters shall be by majority vote of the Members unless specified to the contrary hereon or in the Regulations of the Company. The vote of each Member as set forth herein or in the Regulations of the Company shall be in proportion to the Participation of the Member.

6.6 Company Property. Real or personal property owned or purchased by the Company shall be held and owned and conveyance shall be made in the name of the Company. Instruments and documents providing for the acquisition, mortgage or disposition of the property of the Company shall be valid and binding upon the Company if they are executed by one or more managers of the Company if a manager or managers have been appointed or if they are executed by one or more Members of the Company if management has been retained by the Members.

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ORANGE COUNTY
FLORIDA

ARTICLE VII.
POWERS

The Company shall have, and may exercise all powers necessary or convenient to effect its purpose, and without limitation but in furtherance thereof shall have and may exercise all powers provided in the Florida Limited Liability Company Act as set forth below:

- 7.1 Sue or be sued, or complain or defend, in its name.
- 7.2 Purchase, take, receive, lease, or otherwise acquire, own, hold, improve, or use or otherwise deal in or with real or personal property, or an interest in real or personal property, wherever located.
- 7.3 Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, or transfer, or otherwise dispose of, all or any part of its property or assets.
- 7.4 Purchase, take, receive, subscribe for, or otherwise acquire, own, vote, use, employ, sell, mortgage, lend, or pledge, or otherwise dispose of, or otherwise use or deal in or with:
- 7.5 Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general, or limited partnerships, or individuals.
- 7.6 Direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- 7.7 Make contracts or guarantees, or incur liabilities, borrow money, issue its notes, bonds, or other obligations; secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income, or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting company; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting company, or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly the majority of the outstanding stock of the contracting company, which contracts or guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion or attainment of the business of the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company.
- 7.8 Lend money, invest or reinvest its funds, or receive and hold real or personal property as security for the payment of funds so loaned or invested.

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7.9 Conduct its business, locate offices, carry on its operations, and exercise its powers within or without the state.

7.10 Elect or appoint managers and agents of the Company, define their duties and fix their compensation and lend them money and credit.

7.11 Make and amend its regulations, not inconsistent with its articles of organization or with the laws of the State of Florida, for the administration and regulation of the affairs of the Company.

7.12 Make donations to the public welfare or for charitable, scientific or educational purposes.

7.13 Indemnify a Member or manager or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees or agents of the corporation against expenses actually and reasonably incurred by him or her or it in connection with the defense of any action, suit, or proceeding, whether threatened or pending and whether civil or criminal, in which he, she or it is made a party.

7.14 Cease its activities and surrender its Certificate of Organization.

7.15 Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Company is organized.

7.16 Transact any lawful business which the Members or the managers find to be in aid of governmental policy.

7.17 Pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other financial incentive plans for any and all of its managers and employees.

7.18 Be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust or other enterprise.

7.19 Make payments or donations or do any other act not inconsistent with laws that further the business and offices of the company.

ARTICLE VIII. DISTRIBUTIONS

8.1 Current Distribution. Each Member shall share in net profits or losses from the operation of the business of the Company, and in the distribution of the property of the Company in the same proportion as that Member's Participation as set forth herein,

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or as may be adjusted from time to time provided that, after distribution is made, the assets of the Company are in excess of all liabilities of the Company, other than liabilities to Members on account of their contributions.

8.2 Distribution in Liquidation. The Company shall make distribution of its property in cash or in kind to a Member or the qualified representative of a Member, in proportion to the Participation of any Member within thirty (30) days of the death, retirement, resignation, expulsion, bankruptcy or dissolution of the Member; or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, if the business of the Company is continued by the consent of the remaining Members. Provided always, after distribution is made the assets of the Company are in excess of all liabilities of the Company other than liabilities to Members on account of their contributions and provided further that the Company shall conduct from the gross proceeds derived from the conversion to cash of any of the Company property any and all costs of brokerage and other selling expenses, necessary to effect the distribution in cash.

ARTICLE IX. REGULATIONS

At the first meeting of the Members after the execution of these Articles of Organization the Members shall adopt Regulations containing provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members. They shall not be altered, amended or repealed by the manager or managers of the Company.

ARTICLE X. AMENDMENT

These Articles of Organization, except with respect to the vested rights of the Members which shall require unanimous vote, may be amended at any time by vote of a majority of the Members. These Articles of Organization shall be amended when:

1. There is a change in the name of the Company or in the amount or character of the contributions to capital;
2. There is a change in the character of the business of the Company;
3. There is a false or erroneous statement in these Articles of Organization;
4. There is a change in the time of dissolution of the Company as stated in these Articles of Organization;

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5. The Members desire to make a change in any other statement in the Articles of Organization in order for it to accurately represent the agreement between them.

The form for evidencing an amendment to the Articles of Organization shall be as promulgated by the Secretary of the State of Florida. The amendment shall be signed and sworn to by all Members and an amendment adding a new Member shall be signed by the Member to be added; thereafter the amendment shall be forwarded to the Florida Department of State for filing accompanied by the requisite filing fee. As a condition of membership, all Members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles of Organization.

ARTICLE XI. DISSOLUTION

11.1 Dissolution. The Company shall continue until the first to occur of the following conditions:

1. Dissolution pursuant to the provisions of the Florida Limited Liability Company Act;
2. Unanimous written agreement of all Members;
3. Death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company unless the business of the Company is continued by the consent of all the remaining Members under the right to continue stated in Article 11.2 of these Articles of Organization.

11.2 Right to Continue. Notwithstanding the provisions of paragraph 3 of section 11.1 of this Article XI, the Company shall be continued upon written consent to its continuation by a majority of the remaining Members.

ARTICLE XII. NOTICE

All notices to the Members pursuant to these Articles of Organization shall be in writing delivered in person or, by certified mail, return receipt requested, or by telegram, facsimile or other electronic transmission. Notice shall be effective upon delivery to the address of the Member stated in these Articles of Organization or to such subsequent address as may be given in writing to all Members.

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CERTIFICATION OF ARTICLES BY MEMBERS

IN WITNESS WHEREOF the undersigned, as initial Member does hereby execute these Articles of Organization this 10 day of December, 2001.

Signed, sealed and delivered
In the presence of as witnesses:

Lori B. Gassett
(signature)

Gerhard B. Heukerott
GERHARD B. HEUKEROTT,
Member

Lori B. Gassett
(printed name)

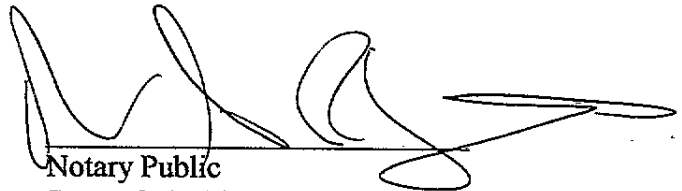
Linda K. Smith
(signature)

LINDA K SMITH
(printed name)

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STATE OF FLORIDA)
)
COUNTY OF VOLUSIA) SS:

I HEREBY CERTIFY that on this 10 day of December, 2000, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, GERHARD B. HEUKEROTT Member, a Florida Liability Company to me known to be the person described in and who executed the foregoing instrument and he duly acknowledged before me that he executed the same for the purposes therein expressed as his act and deed.



Notary Public
State of Florida

My Commission Expires:



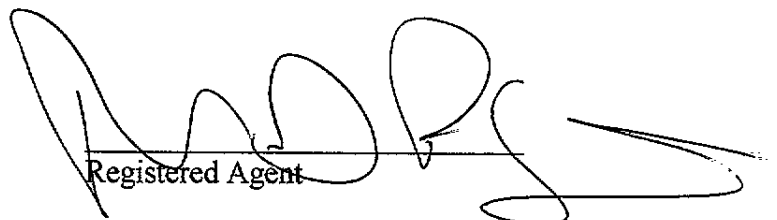
M. A. Rhynard
MY COMMISSION # CC889652 EXPIRES
February 19, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

EDELWEISS PROPERTIES, a Florida limited liability company, desiring to organize as a Limited Liability Company pursuant to Florida Statutes, with its principal office as indicated in its Articles of Organization, has named M. A. RHYNARD as its Registered Agent within the State of Florida.

Having been named Registered Agent to accept service of process for the above stated limited liability company at the place designated in this Certificate, the undersigned, M. A. RHYNARD does hereby accept to act in that capacity, and agrees to comply with the provisions of Florida Statutes relative thereto.

DATED this 10 day of December, 2001.



Registered Agent

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