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AL

LIMITED LIABILITY COMPANY

APEX, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
APEX, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be APEX, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 12995 South Cleveland Avenue, Suite 214, Fort Myers, Florida 33907.

ARTICLE III -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida are Stephen E. Thompson, Esq., 850 Park Shore Drive, Third Floor, Naples, Florida 34103.

ARTICLE IV -- MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager are North American Properties - Southeast, Inc., 12995 South Cleveland Avenue, Suite 214, Fort Myers, Florida 33907.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Fort Myers, Florida, on this 18 day of December, 2001.

MEMBER:

North American Properties Investors, Ltd.,
a Florida limited partnership, as Member

By: North American Properties Investors, Inc.,
a Florida corporation, its sole general partner

By: 
Dale G. Hafele, as Vice President

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APEX, LLC**ACCEPTANCE OF REGISTERED AGENT**

I, Stephen E. Thompson, Esq., 850 Park Shore Drive, Third Floor, Naples, Florida 34103, being the person named in the Articles of Organization of APEX, LLC, as the registered agent of this limited liability company, hereby consent to accept service of process for the limited liability company at the address set forth above, and accept the appointment as registered agent and agree to act in this capacity. I 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 the position of registered agent as provided for in Chapter 608, F.S.



Stephen E. Thompson, Esq.
Registered Agent

Date: December 18 2001

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STATE OF FLORIDA)
) ss.
 COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 8th day of December, 2001, by Dale G. Hafele, as Vice-President of North American Properties Investors, Inc., a Florida corporation, the sole general partner of North American Properties Investors, Ltd., a Florida limited partnership, a member of APEX, LLC, a Florida limited liability company, on behalf of said corporation and limited partnership. He is (X) personally known to me or () has produced as identification.



Susan Janeen Jones
 My Commission CC976624
 Expires October 22, 2004

Susan Janeen Jones
 NOTARY PUBLIC

Name: SUSAN JANEEN JONES
 (Type or Print)

My Commission Expires: 10/22/04

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