

L020000000825

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Weston Properties, LLC

400004758384--0
-01/08/02--01024--005
****125.00 ****125.00

Dear Sir or Madam:

Enclosed please find our check in the sum of \$125.00 payable to the Florida Department of State for the cost of filing the Articles of Organization on the above referenced limited liability company.

If you have any questions or need further information concerning the enclosed, please feel free to contact me at you earliest convenience. I can be reached at:

1543 N Squirrel Tree Avenue
Lecanto, FL 34461
352-746-1484 or 352-634-2192 cell

Thank you for your consideration and cooperation in this matter.

Respectfully submitted

Glenn W. Elsasser

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF WESTON PROPERTIES, LLC

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 for the conduct of business of the limited liability company.

ARTICLE I NAME

The name of the limited liability company shall be Weston Properties, LLC, hereafter referred to as the LLC.

ARTICLE II PRINCIPLE PLACE OF BUSINESS

The initial principle office of the LLC shall be located at 11 W Lemon Street, Beverly Hills, Florida, 34465, in the County of Citrus, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the LLC shall be 1543 N. Squirrel Tree Avenue, Lecanto, Florida, 34461.

ARTICLE III INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the LLC is 3651 N. Grayhawk Loop, Lecanto, Florida, 34461, State of Florida, and the name of the company's initial registered agent at that address is James W. Carman.

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 hereby accept the appointment as registered agent and agree 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 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

James W. Carman



Dawn Peters
My Commission DD028827
Expires May 17, 2005

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[Handwritten signature]
State of the
County of Citrus

ARTICLE IV MANAGEMENT

This LLC shall be managed by one or more of its members. The name and address of the initial manager who shall serve until a successor is elected and qualified is as follows:

Glenn Weston Elsasser, Managing Member
1543 N. Squirrel Tree Avenue
Lecanto, FL 34461

ARTICLE V 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 LLC is authorized to transact shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes or any other applicable statute or source of law.
2. To engage in Real Estate Brokerage activity or business authorized under the Florida Statutes or any other applicable statute or source of law.
3. 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.
4. To purchase or otherwise acquire, undertake, carry on, improve, develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association or corporation carrying on any business of a similar nature to that which this LLC 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.
5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, of any domestic or foreign, state, government, or government authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
6. To exercise any or all of the LLC 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

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or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other 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 incidental to the agency, representation, or service, and to 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.

7. To do everything necessary, proper, advisable, or convenient for 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 other incidental or pertaining to, or growing 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 LLC, and statements contained in each clause shall, except as otherwise expressed, be in no way restricted or limited by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

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

ARTICLE VI EXERCISE OF POWERS

All LLC powers shall be exercised by or under the authority of, and the business affairs of this LLC shall be managed under direction of, the members of this LLC. This Article may be amended from time to time in the regulations of the LLC by a unanimous vote of the members of the LLC.

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ARTICLE VII MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the LLC.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the LLC, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

The Percentage Interests of the Members shall be as set forth on Exhibit "A", as amended from time to time. A member's interest in the LLC may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE VIII CAPITAL CONTRIBUTIONS

The Members shall contribute the amounts set forth on Exhibit "A", as their initial Capital Contribution (the "Initial Capital Contribution"). Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions equal to their respective Percentage Interest of the LLC.

ARTICLE IX PROFITS AND LOSSES

- (a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the LLC business that remain after the payment of the expenses of conducting the business of the LLC. Each member shall be entitled to the distributive share of the profits according to their pro rata interest in the LLC as evidenced by their membership percentage set forth in the regulations. The distributive share of the profits shall be paid to the members as soon as practicable after the close of each fiscal year.
- (b) Losses. All losses that occur in the operation of the LLC business shall be paid out of the capital of the LLC and the profits of the business according to each members pro rata interest in the LLC as evidenced by their membership share set forth in the Regulations.

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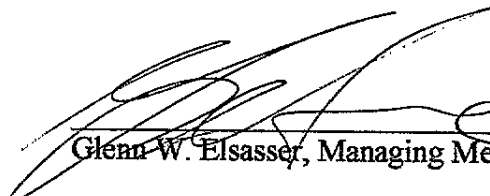
**ARTICLE X
DURATION**

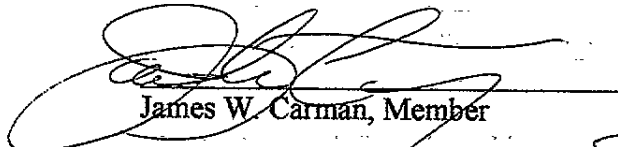
This LLC shall have perpetual existence, or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the members.

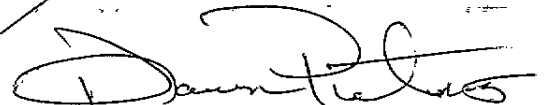
The undersigned, being the original members of the LLC, certify that this instrument constitutes the proposed Articles of Organization of Weston Properties, LLC.

Executed by the undersigned at Beverly Hills, Florida, on 7 JANUARY '02.

WESTON PROPERTIES, LLC


Glenn W. Elsasser, Managing Member


James W. Carman, Member


Dawn Peters
My Commission DD026827
Expires May 17 2005
1/07/2002
State of Fla.
Candylife Citrus

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**EXHIBIT "A" OF THE
ARTICLES OF ORGANIZATION OF
WESTON PROPERTIES, LLC**

Member	Initial Capital Contribution	Percent Interest
Glenn W. Elsasser	\$200	50%
James W. Carman	\$200	50%

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