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February 23, 2002

Registration Section
Division of Corporations
Secretary of State
409 Gaines Street
Tallahassee, Florida 32399

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-02/26/02--01055--004
***130.00 ***130.00

Re: Padanco Properties, LLC

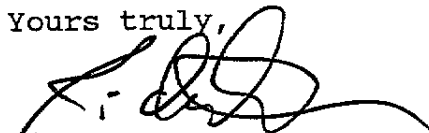
Gentlemen:

Enclosed are Articles of Organization for the above Limited Liability Company together with a copy thereof. Also included is a check in the amount of \$130.00.

Please file the Articles of Organization. In addition, please forward to me a confirmation of your filing, the copy of Articles of Organization with your time stamp, and a Certificate of Status issued by you.

Please call me if you have any questions. Thank you.

Yours truly,


Richard M. Jones

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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EFFECTIVE DATE
02/23/02

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ARTICLES OF ORGANIZATION OF PADANCO PROPERTIES, LLC

THE UNDERSIGNED SIGNATORIES to these Articles of Organization, natural persons, competent to contract, hereby form a Limited Liability Company under the laws of the State of Florida:

ARTICLE I - NAME

The name of this Limited Liability Company is:

PADANCO PROPERTIES, LLC

ARTICLE II - ADDRESS

The mailing address of the principal office of this Limited Liability Company is:

PO Box 954
Naples, FL 34104

and the street address of the principal office of this Limited Liability Company is:

4258 Lorraine Avenue
Naples, FL 34104.

ARTICLE III - EFFECTIVE DATE

The existence of this Limited Liability Company shall commence on the date of execution of these Articles of Organization by the Signatories hereto.

EFFECTIVE DATE
02/23/02

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ARTICLE IV - MEMBERS

The names and addresses of the initial Members of this Limited Liability Company are:

Patricia L. Saunier
4258 Lorraine Avenue
Naples, FL 34104

Daniel Chirinos
4258 Lorraine Avenue
Naples, FL 34104

Each Member shall own **one-half** of this Limited Liability Company, which interest shall be subject to purchase rights in favor of the remaining Member under terms and conditions prescribed in the Operating Agreement for this Limited Liability Company.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Limited Liability Company is **Suite 205, 850 Central Avenue, Naples, FL 34102**, and the name of the initial Registered Agent of this Limited Liability Company at said address is **Richard M. Jones**. At the execution hereof, the said **Richard M. Jones** hereby accepts foregoing designation as Registered Agent for this Limited Liability Company.

ARTICLE VI - MANAGEMENT

This Limited Liability Company shall be managed by the Members, and only the Members of this Limited Liability Company shall have the power and authority to bind this Limited Liability Company under contracts with third parties.

ARTICLE VII - PURPOSES AND POWERS

This Limited Liability Company is organized for the purpose of purchasing, selling, leasing, exchanging, improving, developing, marketing and otherwise acquiring, dealing with, and disposing of improved and unimproved real property. The powers of this Limited Liability Company shall include the transaction of any activity or business permitted under the laws of the United States and the laws of the State of Florida, and this Limited Liability Company shall have all powers granted to limited liability companies under the laws of the United States and the laws of the State of Florida.

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ARTICLE VIII - INDEMNIFICATION

This Limited Liability Company shall indemnify any Member or any former Member to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or in any Amendment to these Articles of Organization, and any rights conferred upon the Members are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Signatories have executed these Articles of Organization on this 23 day of February 2002.



Patricia L. Saunier



Daniel Chirinos

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ACCEPTANCE

HAVING BEEN NAMED as Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in the foregoing Articles of Organization, 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, Florida Statutes.



Richard M. Jones

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