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Attorneys at Law

900 Sixth Avenue South, Suite 203

Katherine Ann Schweikhardt William Schweikhardt Naples, FL 34102 Telephone: 239-262-2227 Facsimile: 239-262-8287

March 22, 2002

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 200005154092--8 -03/25/02--01070--009 ****125.00 ****125.00

Re:

Limited Liability Company

Dear Ladies/Sirs:

Enclosed for filing are the original and copy Articles of Organization regarding the following Limited Liability Company:

UPPA CREEK, L.L.C.

Also enclosed is our check in the amount of \$125.00, made payable to the Secretary of the Copy of the Articles.

Kindest regards.

Very truly yours,

Chelsea Duggan, Legal Assistant to

Katherine Ann Schweikhardt

KAS/cd Enclosures

102-118C

ARTICLES OF ORGANIZATION OF UPPA CREEK, L.L.C.

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - Name:

The name of the limited liability company (hereinafter referred to as the "Company") is "UPPA CREEK, L.L.C."

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 900 Sixth Avenue South, Suite 203, Naples, FL 34102.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV- Management:

The Company shall be a member-managed Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization.

ARTICLE V - Members:

The name and address of the initial members of the Company are:

NAME:

ADDRESS:

Mr. Fred J. Morrison

900 Sixth Avenue South, Suite 203

Naples, FL 34102

Mrs. Patricia A. Morrison

900 Sixth Avenue South, Suite 203

Naples, FL 34102

ARTICLE VI - Designation of Registered Agent/Office:

The name and the Florida street address of the registered agent are:

William Schweikhardt 900 Sixth Avenue South Naples, Florida 34102 FILED

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for *UPPA CREEK*, *L.L.C*. at the place designated herein, 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. I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 608, Florida Statutes.

Name: William Schweikhardt

ARTICLE VII- Effective Date:

The Company's existence shall begin at 12:00 A.M. on the date of filing with the Florida Secretary of State's office.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 22nd day of March, 2002.

KATHERINE ANN SCHWEIKHARDT, as authorized representative of UPPA CREEK, L.L.C.

STATE OF FLORIDA COUNTY_OF COLLIER

The foregoing instrument was acknowledged before me this 22nd day of Mar by KATHERINE ANN SCHWEIKHARDT who is personally known to me.

Notary Public

My Commission Expires:

