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SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.

ATTORNEYS AT LAW

Firm Established 1924

MAIN OFFICE:

2121 WEST FIRST STREET
FORT MYERS, FLORIDA 33901
(941) 334-1141 PHONE
(941) 334-3965 FAX

PLEASE REPLY TO:

POST OFFICE DRAWER 400
FORT MYERS, FL 33902

www.sbshlaw.com

JAY ANDREW BRETT
JOHN F. STEWART +
CRAIG R. HERSCH **
D. HUGH KINSEY, JR.
OF COUNSEL
JOHN W. SHEPPARD *

* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES
* CERTIFIED PUBLIC ACCOUNTANT (FL)
+ ALSO ADMITTED IN IOWA

SOUTH LEE COUNTY OFFICE:
16521 SAN CARLOS BLVD. #104-D
FORT MYERS, FLORIDA 33908
(941) 489-1277 PHONE

ELECTRONIC MAIL:

brett@sbshlaw.com
stewart@sbshlaw.com
hersch@sbshlaw.com
kinsey@sbshlaw.com

JOHN K. WOOLSLAIR (1908-1968)
W. A. SHEPPARD (1898-1971)

April 30, 2002

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

900005451229--9
-05/03/02--01101--006
*****125.00 *****125.00

Re: Heads-Up 2000, LLC

Dear Sirs:

Enclosed herewith are proposed Articles of Organization in reference to the captioned limited liability company. Also enclosed is our check in the amount of \$125.00 covering the following:

Filing Fee	\$ 100.00
Resident Agent Fee	\$ 25.00
	\$ 125.00

If the Articles of Organization meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Organization.

Sincerely yours,

John F. Stewart

JFS:sjg
Enclosures
A-5185

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MAY -3 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
HEADS-UP 2000, LLC

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 AND PRINCIPAL OFFICE

The name of the Limited Liability Company shall be Heads-Up 2000, LLC ("Company"). The principal office of the Company shall be 1937 Grace Ave. Fort Myers, Florida 33901.

ARTICLE II
MAILING ADDRESS

The mailing address of the Company shall be: P.O. Box 1570 Fort Myers, Florida 33902-1570.

ARTICLE III
DURATION

The Company shall commence its existence upon the filing of these Articles of Organization, and its existence shall be perpetual unless the Company is dissolved.

ARTICLE IV
PURPOSES AND POWERS

The general purpose for which the Company is organized is to purchase, hold and sell real and personal property. The Company shall also be authorized to transact any lawful business for which a Limited Liability Company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

ARTICLE V
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: Don L. Hissam, 1937 Grace Ave. Fort Myers, Florida 33901.

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TALLAHASSEE, FLORIDA

ARTICLE VI
MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations 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. The names and address of the members of the Company are:

NAME

ADDRESS

Ronald D. Campbell

7580 Twin Eagle Lane
Fort Myers, Florida 33912

Don L. Hissam

P.O. Box 1570
Fort Myers, Florida 33902-1570

James E. Kinsey, Jr.

P.O. Box 1662
Fort Myers, Florida 33902-1662

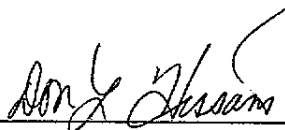
Dan Kraft

6700-1 Daniels Parkway
Fort Myers, Florida 33912

David Winkleman

20430 Falon Trace
Estero, Florida 33928

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 30TH day of APRIL, 2002.



Don L. Hissam

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 30th day of April, 2002 by Don L. Hissam, who (☒) is personally known to me or () has produced n/a as identification.

(SEAL)
Comm. Expires
Comm. No.

Sara J. Gummerman
Notary Public
SARA J. GUMMERMAN
Printed Notary Signature



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Heads-Up 2000, LLC, 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.

Don L. Hissam
Don L. Hissam

Date: APRIL 30, 2002