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LAW OFFICE OF
WILLIAM SCHWEIKHARDT
900 Sixth Avenue South, Suite 203
Naples, FL 34102
Telephone: (239)262-2227
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William Schweikhardt
Katherine Ann Schweikhardt
Benjamin T. Jepson

FILED
02 JUN -3 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thursday, May 30, 2002

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500005665305--3
-06/03/02--01071--004
*****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 new Limited Liability Company:

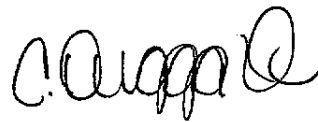
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"WE PROSPER, L.L.C."

Also enclosed is our check in the amount of \$125.00, made payable to the Secretary of State to cover the filing fee.

Kindest regards.

Very truly yours,



Chelsea Duggan, Legal to
Katherine Ann Schweikhardt

KAS/cd
Enclosures

**ARTICLES OF ORGANIZATION
OF
WE PROSPER, 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 **"WE PROSPER, 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:
Josefina Roubicek	900 Sixth Avenue South, Suite 203 Naples, FL 34102
Real Coe	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

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **WE PROSPER, 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

Date:

5/30/02

ARTICLE VII- Effective Date:

The Company's existence shall begin at 12:00 A.M. on May 30, 2002.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 30th day of May, 2002.



KATHERINE ANN SCHWEIKHARDT, as authorized representative of
WE PROSPER, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 30th day of May, 2002, by KATHERINE ANN SCHWEIKHARDT who is personally known to me.



Notary Public

My Commission Expires:



Chelsea Duggan
MY COMMISSION # DD074743 EXPIRES
November 27, 2005
BONDED THRU TROY FAIR INSURANCE, INC.