 02000014981

ACCOUNT NO. : 072100000032

REFERENCE : 616310 7339717

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 125.00

ORDER DATE : June 10, 2002

ORDER TIME : 11:42 AM

ORDER NO. : 616310-001

CUSTOMER NO: 7339717

200005792902--6

CUSTOMER: Mr. Gerhard Veith
Mr. Gerhard Veith

4531 Bay Beach Lane, #132

Ft. Myers, FL 33931

DOMESTIC FILING

NAME: ESTERO HOLDING, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

W 6/17
02 JUN 17 02 JUN 17 PM 12:55
DIVISION OF CORPORATIONS
SECRETARY OF STATE
FILED

4p

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

ESTERO HOLDING, LLC

ARTICLE II - Address:

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

4531 BAY REACH LANE #132, FORT MYERS BEACH, FLORIDA 33931.

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box NOT acceptable)

Tallahassee FL 32301

City, State, and Zip

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.

Corporation Service Company

By: Deborah D. Skipper

Registered Agent's Signature

Deborah D. Skipper
Asst. V. Pres.

Article IV - Management (Check box if applicable.)

☐ The Limited Liability Company is to be managed by one manager or more managers and is therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Deborah D. Skipper

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

DEBORAH D. SKIPPER

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)

FILED
JUN 17 PM 2:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**MEMBERS OF
ESTERO HOLDING, LLC**

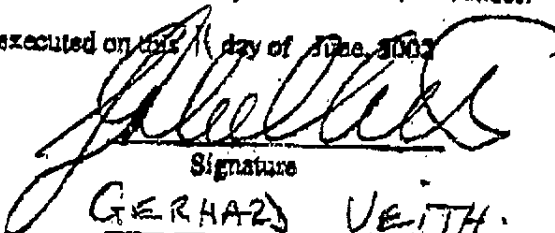
GERHARD VEITH
4531 Bay Reach Lane
#132
Fort Myers Beach, FL 33931

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 17 PM 2:00

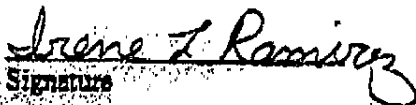
LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of ESTERO HOLDING, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

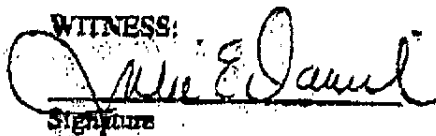
This Limited Power of Attorney is executed on this 11 day of June, 2003


Signature
GERARDO VEITH
Print Name of Signer

WITNESS:


Signature
Irene L. Ramirez
Print Name of Witness

WITNESS:


Signature
Julie E. Daniel
Print Name of Witness

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 17 PM 2:00