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REFERENCE : 631608 7103152

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : June 20, 2002

ORDER TIME : 9:50 AM

ORDER NO. : 631608-015

CUSTOMER NO: 7103152

200005880512--6

CUSTOMER: Harold J. Webre, Esq
Goodlette Coleman & Johnson,
P.a.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: ITHAKA HOLDINGS II, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

RECEIVED
02 JUN 20 AM 10:29
BUREAU OF CORPORATION
FILED
02 JUN 20 PM 2:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
02 JUN 20 PM 2:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
ITHAKA HOLDINGS II, LLC**

The undersigned, being the initial members of a limited liability company to be organized under the Florida Limited Liability Company Act, adopts and submits the following Articles of Organization for such limited liability company:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be **ITHAKA HOLDINGS II, LLC**.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be **4351 Gulfshore Blvd. N., #5-N, Naples, Florida 34103**.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is **Goodlette, Coleman & Johnson, P.A., 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103**, and the name of the initial registered agent at such address is **Harold J. Webre, Esquire**.

**ARTICLE IV
ADMISSION OF MEMBERS**

The members of the Company may admit new and substitute members to the Company upon the written consent of a Majority in Interest of the Members, as more fully described in and subject to the terms, conditions and requirements set forth in the Company's Operating Agreement and

Regulations. Newly admitted members shall have all of the rights and privileges as set forth in the Company's Operating Agreement and Regulations.

ARTICLE V EFFECTIVE DATE

The Company's effective date of existence shall begin on the date of filing of these Articles.

ARTICLE VI DURATION

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of the member, or any other event that would terminate the continued membership of the member in the Company, the remaining members, if any, shall have the right to continue the business of the Company as provided in the Operating Agreement and Regulations.

ARTICLE VII ADOPTION OF OPERATING AGREEMENT AND REGULATIONS

The initial Operating Agreement and Regulations of the Company shall be adopted by an initial member. The Operating Agreement and Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

ARTICLE VIII INITIAL MANAGERS

The Company will be managed by managers, who shall be designated, appointed or elected as more fully described in the Operating Agreement and Regulations. The initial number of managers of the Company shall be two (2). The number of managers may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations. The name and business address of the managers who shall serve as managers until their successors are elected and qualified are:

**Jan M. Goldsmith
4351 Gulfshore Blvd. N., #5-N
Naples, Florida 34103**

Linda R. Malone
5150 Tamiami Trail N., #403
Naples, Florida 34103

IN WITNESS WHEREOF, the undersigned, being the initial members of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, have executed these Articles of Organization as of this 19th day of June, 2002.



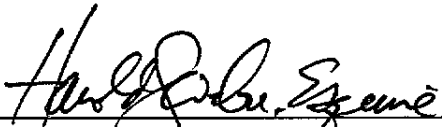
JAN M. GOLDSMITH



LINDA R. MALONE

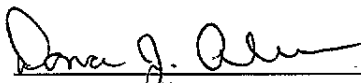
ACCEPTANCE BY REGISTERED AGENT

I, Harold J. Webre, Esquire, having been duly designated to act as registered agent and to accept service of process for Ithaka Holdings II, LLC, a limited liability company to be organized under the Florida Limited Liability Company Act, 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 am familiar with and accept the designations of my position as Registered Agent.


Harold J. Webre, Esquire

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 19th day of June, 2002, by Harold J. Webre, Esquire, who is personally known to me or has produced a Florida's drivers license as identification.


Notary Public
State of Florida at Large
My Commission Expires:

(Notary Seal)

f:Ithaka.II.art

