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PAVESE, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.
A FLORIDA LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AND COUNSELORS AT LAW
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CHARLES PT PHOENIX

Admitted to Practice in
Florida and Michigan
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FILED
02 JUN 20 AM 9:55
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA
PLEASE REPLY TO
FORT MYERS OFFICE

June 18, 2002

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

AL

Re: **Martin Reed LLC**

900005879089--1
-06/20/02--01029--004
****155.00 ****155.00

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Articles of Organization of Martin Reed LLC. A check in the amount of \$155.00 is enclosed and is allocated as follows:

\$100.00 - filing fee
\$25.00 - registered agent fee
\$30.00 - certified copy

Please certify and return one copy of the Articles of Organization. If you have any questions or concerns, I can be reached at (941) 336-6253.

Thank you for your cooperation in this matter.

Respectfully,



Jackie Charmforoush
Legal Assistant to
Charles PT Phoenix, Esq.

CPTP/jkc
Enclosures

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ARTICLES OF ORGANIZATION
For a Domestic Limited Liability Company

Pursuant to the laws of the State of Florida, to wit Chapter 608 of the 2001 Florida Statutes, the undersigned executes the following articles ("Articles") for purposes of forming a limited liability company ("the Company"):

ARTICLE I

The name of the limited liability company is:

Martin Reed LLC

ARTICLE II

The principal office shall be located at
1411 S.E. 16th Terrace, in the City of Cape Coral, in the County of Lee,
State of Florida.

The mailing address is

1411 S.E. 16th Terrace, Cape Coral, Fort Myers, Florida 33990.

ARTICLE III

The initial registered agent is
Charles PT Phoenix, Esq.

Service of process may be made on the registered agent at
1833 Hendry Street, in the City of Fort Myers, County of Lee, State of
Florida, with the postal zip code being 33901.

ARTICLE IV

The Company may engage in any activity permitted by the Florida Limited Liability Company Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Company acts.

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TALLAHASSEE, FLORIDA

ARTICLE V

The Company shall adopt an operating agreement that conforms to these Articles by unanimous consent of the initial members ("Operating Agreement"). The Operating Agreement shall always be construed to conform to these Articles or, if any paragraph or section of the Operating Agreement cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Operating Agreement shall be stricken as if it had never been adopted into the Operating Agreement so that the Operating Agreement conforms to these Articles. The Operating Agreement shall otherwise be amendable and/or address matters not specifically precluded by these Articles. This Article controls contradictory provisions of the other Articles, if any.

ARTICLE VI

The Company shall act under the direction of the members (each a "Member"), always pursuant to these Articles and the Operating Agreement.

ARTICLE VII

The membership interests in the Company shall be of one class, each membership interest maintaining voting rights proportional to the Member's membership interest. Equity, profits and losses shall be allocated and distributed in accordance with the Operating Agreement.

The membership interests shall have no further rights, limitations or preferences other than those specifically mandated by the Florida Limited Liability Company Act or as otherwise specified in these Articles or the Operating Agreement.

ARTICLE VIII

The Company shall exist in perpetuity, unless dissolved pursuant to the Florida Limited Liability Company Act or as provided in the Operating Agreement.

ARTICLE IX

Additional Members may be admitted to the Company upon the unanimous vote of all of the Members of the Company.


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STATE OF FLORIDA

ARTICLE X

The Articles may only be amended, superceded or repealed upon the unanimous vote, or unanimous, written, affirmative consent, of all of the Members.

ACKNOWLEDGMENT

I, the organizer of the Company, and without personally assuming or ratifying any prior contracts or promises made on behalf of the Company by any person or entity prior to the Company's formation, if any, execute these Articles this 12th day of June 2002.


Martin Reed

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT OF
Martin Reed LLC

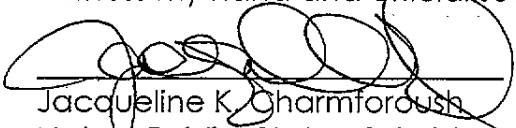
I hereby accept the appointment as resident agent as designated in the attached Articles. I am familiar with and accept the obligations mandated by Chapter 608 of the 2001 Florida Statutes that are associated with the appointment.

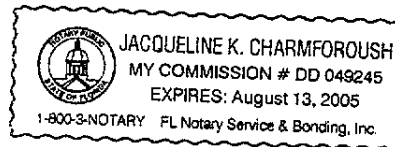

Charles PT Phoenix, Esq.

State of Florida)
County of Lee)

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Christopher J. Shields, Esq., known to me to be the person who executed this Acceptance of Appointment as Resident Agent.

Witness my hand and official seal this 12th day of June 2002.


Jacqueline K. Charmforoush
Notary Public, State of Florida
My commission number is DD 049245
My commission expires August 13, 2005



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