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ACCOUNT NO. : 072100000032

REFERENCE : 632190 4718535

AUTHORIZATION :

Patricia K...

COST LIMIT :

210⁰⁰

ORDER DATE : June 20, 2002

ORDER TIME : 8:52 AM

ORDER NO. : 632190-010

CUSTOMER NO.: 4718535

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CUSTOMER: Tyler B. Korn, Legal Asst
Porter Wright Morris & Arthur

Suite 300
5801 Pelican Bay Boulevard
Naples, FL 34108

DOMESTIC FILING

NAME: TWOSOME FLEX ASSOCIATES,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

02 JUN 21 AM 10:28

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DIVISION OF CORPORATIONS

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*125 LLC
25 conv
30 cc LLC
30 cc conv
30*

CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, Twosome Flex Associates, L.L.C., a New Jersey limited liability company, hereby submits to the Florida Department of State the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company to be henceforth known as "Twosome Flex Associates, L.L.C."

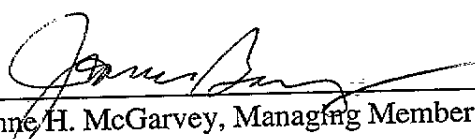
1. The name of the entity immediately prior to the filing of this document was TWOSOME FLEX ASSOCIATES, L.L.C., a New Jersey limited liability company. *198-467*

2. The date on which and the jurisdiction in which Twosome Flex Associates, L.L.C., a New Jersey limited liability company, was first created or otherwise came into being are:

- A. Date: November 13, 1996
- B. Jurisdiction: New Jersey
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: New Jersey

3. The name of the limited liability company as set forth in the attached Articles of Organization is Twosome Flex Associates, L.L.C., a Florida limited liability company.

4. The effective date and time of the conversion of Twosome Flex Associates, L.L.C., a New Jersey limited liability company, to Twosome Flex Associates, L.L.C., a Florida limited liability company, shall be the date and time this Certificate of Conversion and the Articles of Organization of Twosome Flex Associates, L.L.C. are filed with the Florida Department of State.


Joanne H. McGarvey, Managing Member

June 21, 2002
Date:

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ARTICLES OF ORGANIZATION
OF
TWOSOME FLEX ASSOCIATES, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be TWOSOME FLEX ASSOCIATES, L.L.C. (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the initial principal office of the Company shall be 27300 Riverview Center Boulevard, Suite 201, Bonita Springs, Florida 34134.

ARTICLE III -- DURATION

The Company shall commence its existence as a Florida limited liability company on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or in the Company's operating agreement (the "Operating Agreement").

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are Jeffrey S. Kannensohn, Esq., c/o Porter, Wright, Morris & Arthur LLP, 5801 Pelican Bay Blvd., Suite 300, Naples, Florida 34108-2709.

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous prior written consent of all members and on such terms and conditions as shall be approved by unanimous consent of all members. A member may transfer its interest in the Company only as set forth in the Operating Agreement of the Company.

ARTICLE VI -- WITHDRAWAL OF MEMBERS

A member of the Company may withdraw from the Company only upon the unanimous prior consent of all the nonwithdrawing members of the Company.

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ARTICLE VII -- TERMINATION OF EXISTENCE

The Company shall be dissolved upon the occurrence of events specified in the Company's Operating Agreement.

ARTICLE VIII -- MANAGEMENT

The Company shall be managed by a Manager, Joanne H. McGarvey, in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization.

IN WITNESS WHEREOF, the undersigned organizer and member has made and subscribed these Articles of Organization on this 21 day of June, 2002.

Twosome Flex Associates, L.L.C., a Florida limited liability company

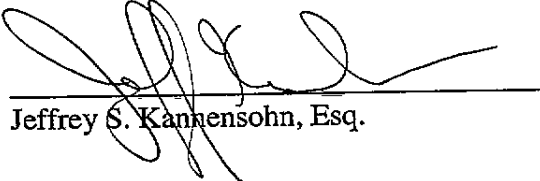
By: 
Joanne H. McGarvey, As Its Managing Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of TWOSOME FLEX ASSOCIATES, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent.

Date: June 21, 2002.



Jeffrey S. Kannensohn, Esq.

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