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July 1, 2002

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

FILED
2002 JUL -5 AM 11:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Monteleon Development Company, L.L.C.

Gentlemen:

Enclosed please find Articles of Organization of Monteleon Development Company, L.L.C., and Certificate of Designation of Registered Agent/Registered Office. We also enclose a check in the amount of \$125 representing the filing fee.

Thank you for your assistance in this matter.

Sincerely,


Craig D. Blume

CDB/chb

Enc.

cc: Gonzalo Sepulveda, Jr.

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J. BRYAN JUL - 8 2002

**ARTICLES OF ORGANIZATION OF
MONTELEON DEVELOPMENT COMPANY, L.L.C.,
A LIMITED LIABILITY COMPANY**

The undersigned, being a Member, is authorized to execute and file these Articles, and hereby certifies that:

ARTICLE I - Name:

The name of the limited liability company is Monteleon Development Company, L.L.C.

ARTICLE II - Address And Registered Agent:

The mailing address and street address of the principal or business office of the limited liability company is: 284 Winners Circle, No. 3, Naples, Florida 34112. The registered office is 284 Winners Circle, No. 3, Naples, Florida 34112. Gonzalo Sepulveda, Jr. is the registered agent at that address.

ARTICLE III - Duration:

The period of duration for the limited liability company shall be perpetual commencing upon the acceptance of Articles of Organization by the Department of State.

ARTICLE IV - Management:

The limited liability company is to be managed by the Members and the names and addresses of the managing Members are:

| | |
|------------------------|---|
| Gonzalo Sepulveda, Jr. | 284 Winners Circle, No.3, Naples, Florida 34112 |
| Gonzalo Sepulveda | 284 Winners Circle, No.3, Naples, Florida 34112 |
| Ligia Sepulveda | 284 Winners Circle, No.3, Naples, Florida 34112 |
| Sabrina Sepulveda | 284 Winners Circle, No.3, Naples, Florida 34112 |
| Claudia P. Sepulveda | 284 Winners Circle, No.3, Naples, Florida 34112 |
| Felipe A. Sepulveda | 284 Winners Circle, No.3, Naples, Florida 34112 |

Any Operating Agreement setting forth regulations of the company as defined in Florida Statutes section 608.402(24) must be in writing and signed by all the initial Members.

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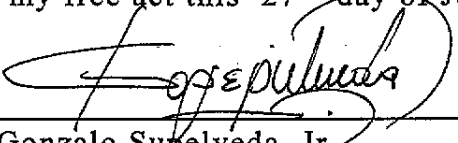
ARTICLE V - Admission of Additional Members:

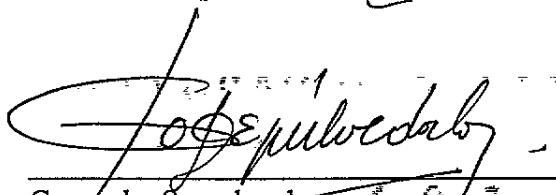
Additional Members may be admitted by consent of the majority of Members under such terms as are set by majority vote, consistent with these Articles and the Regulations.

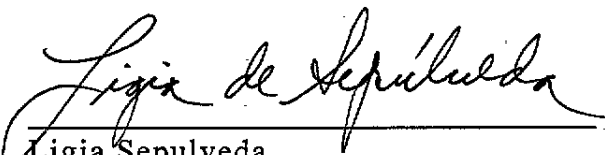
ARTICLE VI - Members' Rights to Continue Business

If there are any remaining Members of the limited liability company they may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the limited liability company unless two-thirds of the Members vote to terminate the business.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my free act this 27th day of June, 2002.


Gonzalo Sepulveda, Jr.


Gonzalo Sepulveda


Ligia Sepulveda

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 AND 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Monteleon Development Company, L.L.C.

2. The name and the Florida street address of the registered agent and registered office are: Gonzalo Sepulveda, Jr., 284 Winners Circle, No. 3, Naples, Florida 34112.

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 that 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.


Gonzalo Sepulveda, Jr., Registered Agent

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