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

ATTORNEYS AND COUNSELORS AT LAW
<http://paveselaw.com>

1833 HENDRY STREET
FORT MYERS, FLORIDA 33901

POST OFFICE DRAWER 1507
FORT MYERS, FLORIDA 33902-1507

(239) or (941) 334-2195
FAX (239) or (941) 332-2243

CHARLES PT PHOENIX
(239) or (941) 336-6253
Admitted to Practice in
Florida and Michigan

PLEASE REPLY TO
FORT MYERS OFFICE

June 21, 2002

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

Re: **Suzie's South Park Woods LLC**

300006067123--4
-06/27/02--01054--010
****155.00 ****155.00

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Articles of Organization of Suzie's South Park Woods 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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	Availability
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
CTB/ikent	DCC
Enclosures	DCC

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4635 S. DEL PRADO BLVD.
P.O. BOX 100088
CAPE CORAL FLORIDA 33910-0088
(239) or (941) 542-3148
FAX (239) or (941) 542-8953

461 S. MAIN STREET
P.O. DRAWER 2280
LaBELLE, FLORIDA 33935
(863) 675-5800
FAX (863) 675-4998

SUITE 203
4524 GUN CLUB ROAD
WEST PALM BEACH, FLORIDA 33415
(561) 471-1366
FAX (561) 471-0522

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7 pages

PAVESE, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.

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PLEASE REPLY TO
FORT MYERS OFFICE

July 1, 2002

Division of Corporations
Department of State
Attn: Ms. Diane Cushing
P. O. Box 6327
Tallahassee, Florida 32314

Re: **South Park Woods LLC**

Dear Ms. Cushing:

Enclosed herewith is an original and one copy of the Articles of Organization for South Park Woods LLC. The Articles of Organization have been signed by an appropriate authorized representative as requested by your letter of June 28, 2002. Please note that upon further consideration, "Suzie's" was removed from the name of the Organization.

A check in the amount of \$155.00 was sent previously and was allocated as follows:

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

If you have any questions or concerns, I can be reached at (239) or (941) 336-6253.

Respectfully,



Jackie Charmforoush
Legal Assistant to
Charles PT Phoenix, Esq.

CPTP/jkc
Enclosures

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 28, 2002

JACKIE CHARMFOROUSH
PAVESE HAVERFIELD DALTON HARRISON & JENS
P.O. DRAWER 1507
FORT MYERS, FL 33902-1507

SUBJECT: SUZIE'S SOUTH PARK WOODS LLC
Ref. Number: W02000018925

We have received your document for SUZIE'S SOUTH PARK WOODS LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

The Organizer's signature is not an acceptable signature on the Articles of Organization.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 002A00041357

**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:

South Park Woods LLC

ARTICLE II

The principal office shall be located at
5700 Grillet Place, in the County of Lee, State of Florida.

The mailing address is
5700 Grillet Place, Fort Myers, Florida 33919.

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.

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

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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.

ARTICLE VI

The Company shall act under the direction of the members ("Members"), 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 proportionally 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 or preferences other than those specifically mandated by the Florida Limited Liability Company Act or as specified in the Operating Agreement.

The membership interests shall be limited in that all membership interests, including every portion thereof, shall be subject to the Company's right of first refusal ("Right of First Refusal"). This Right of First Refusal provides that all membership interests must be offered to the Company before sale or other transfer to any other person or entity, whether a current member or not, under the exact terms of the proposed sale or transfer, so long as the proposed sale or transfer is at Fair Market Value, as defined infra. Where the proposed sale or transfer is not at Fair Market Value, as defined infra, the Company, at its option, may substitute the price terms with Fair Market Value, as defined infra, at its option. "Fair Market Value" means the price a particular property item will bring when offered for sale by a willing seller to a willing buyer in an arm's length transaction, neither being obliged to buy or sell. The membership interests shall have no limited other than those specifically mandated by the Florida Limited Liability Company Act or as specified in the Operating Agreement.

ARTICLE VIII

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IX

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

ARTICLE X

All documents evidencing membership interests shall clearly bear a legend indicating that the membership interests are subject to restrictions on transferability.

ARTICLE XI

The Articles may only be amended, superceded or repealed upon the unanimous vote of all of the members of the Company.

ACKNOWLEDGMENT

I, the authorized representative of a member 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 28th day of June 2002.



Charles PT Phoenix, Esq.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT OF
South Park Woods 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.

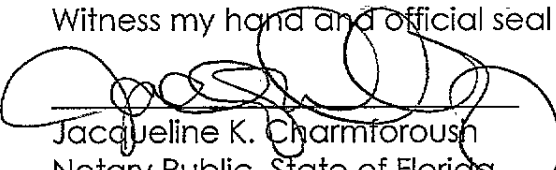


Charles PT Phoenix, Esq.

State of Florida)
County of Lee)

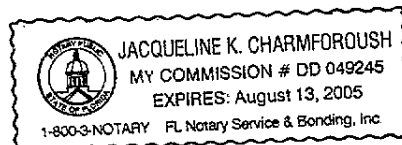
I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Charles PT Phoenix, Esq., known to me to be the person who executed this Acceptance of Appointment as Resident Agent.

Witness my hand and official seal this 28th 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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