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TITLE AGENCY OF FL

FAX NO. 7275861071

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Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : ARSENAULT & REARDON
Account Number : 075350000225
Phone : (727) 584-1199
Fax Number : (727) 586-1071

LIMITED LIABILITY COMPANY

Sundowner Investments, L.L.C.

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$130.00

DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

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7-11-02

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ARTICLES OF ORGANIZATION
OF
SUNDOWNER INVESTMENTS, L.L.C
a Florida Limited Liability Company

ARTICLE I
NAME

The Name of this Limited Liability Company is Sundowner Investments, L.L.C. (The "Company").

ARTICLE II
ADDRESS

The mailing address and the street address of the principal office is P.O. Box 1834, Largo, Florida 33779.

ARTICLE III
DURATION

The Limited Liability Company shall begin existence on the day of filing and shall continue into perpetuity, or until dissolved in a manner provided by law or by the Operating Agreement adopted by the members of the Limited Liability Company.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by its managers and the name and address of such manager(s) is/are:

Robert E. Lyons
P.O. Box 1834
Largo, FL 33779

02 JUL 10 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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ARTICLE V
ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the

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Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VI
MEMBER'S RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by majority in interest vote of all the remaining members.

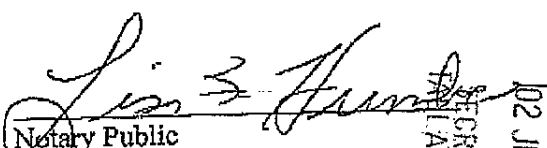
AUTHORIZED REPRESENTATIVE OF MEMBER
SUNDOWNER INVESTMENTS, L.L.C.


KENNETH G. ARSENAULT, JR.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 10th day of July, 2002, by Kenneth G. Arsenault, Jr., the Authorized Representative of Sundowner Investments, L.L.C., who is personally known to me.

WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state last aforesaid on the day and year first above written.


Notary Public
My Commission Expires:



02 JUL 10 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

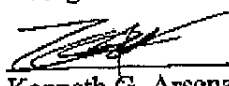
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

The name of the Limited Liability Company is: Sundowner Investments, L.L.C.

The name and Florida street address of the Registered Agent is:

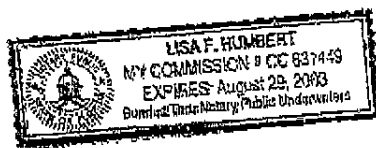
Kenneth G. Arsenault, Jr.
10225 Ulmerton Road, Suite 2
Largo, FL 33771

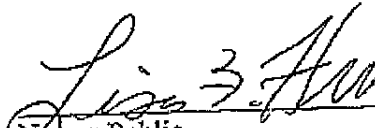
Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Kenneth G. Arsenault, Jr.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 10th day of July, 2002, by Kenneth G. Arsenault, Jr., the Registered Agent, who is personally known to me or who has produced a driver's license as identification.




Notary Public
My Commission Expires:

02 JUL 10 AM 3:17
STATE OF FLORIDA
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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AND
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