

Thomas F. Rizzo, P.A.
Attorney At Law

September 4, 2002

L0200 0023090

Secretary of State
Division of Corporations/LLC
PO Box 6327
Tallahassee, FL 32314

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-09/05/02--01049--003
****125.00 ****125.00

Re: FRAY ASSOCIATES, LLC & MARATHON CONSTRUCTION, LLC.

Dear Secretary of State:

Enclosed please find original and one copy of Articles of Organization of FRAY ASSOCIATES, LLC and the original and one copy of MARATHON CONSTRUCTION, LLC. Please also find two separate checks of \$125.00 for the filing fee. Please return a certified copy of the Articles to my office. A self-addressed envelope is provided for your convenience.

If there are any questions call my office at (239) 395-0400. Thank you for your assistance in this matter.

Sincerely,



Thomas F. Rizzo, Esq.

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
TFR/jge

Handwritten initials and date: JB 9-10-02

2340 Periwinkle Way, Suite J2, Sanibel, Florida 33957
Tel (239) 395-0400 * Fax (239) 395-0480

**ARTICLES OF ORGANIZATION
OF
MARATHON CONSTRUCTION, LLC.**

ARTICLE I - NAME

The name of the Limited Liability Company shall be: **Marathon Construction, LLC.**
("Company")

ARTICLE II - ADDRESS

The street address of the principal office of the Company shall be:

17588 Laurel Valley Road
Fort Myers, Florida 33912

The mailing address of the principal office of the Company shall be:

17588 Laurel Valley Road
Fort Myers, Florida 33912

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ARTICLE III - COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon filing, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and the street address of the registered agent of the Company in the State of Florida

are:

Thomas F. Rizzo, Attorney at Law
2340 Periwinkle Way, Suite J-2
Sanibel, Florida 33957.

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 this 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 as provided for in Chapter 608, F.S.


Registered Agent – Thomas F. Rizzo

ARTICLE V - ADDITIONAL CONTRIBUTIONS

Each member shall make additional future capital contributions to the Company as provided in the Regulations of the Company or otherwise by the unanimous consent of all members.

ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the majority written consent of the members of the Company and on such terms and conditions as shall be determined by said majority members. A member may only transfer his or her interest in the Company as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless the majority of the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by majority written consent.

ARTICLE VII - DISSOLUTION OF COMPANY

Upon the death, insanity, bankruptcy of dissolution of a member or upon the occurrence of any

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other event provided in the Regulations of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote or written consent of those members owning a majority of the capital and profits of the Company as contemplated in Rev.Proc. 94-46.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by the manager or managers elected or appointed by the members in accordance with the Regulations to be adopted by the members for the management of the business and affairs of the Company. These Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and Address of the initial Managers of the Company are:

Paul Barker
17588 Laurel Valley Road
Fort Myers, Florida 33912

ARTICLE IX - AMENDMENT

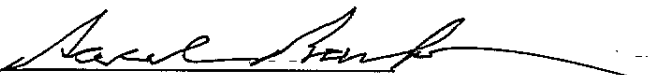
These Articles of Organization may be amended by the consent of majority members, or may otherwise be provided by law.

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of organization at Sanibel, Florida on this 4 th of Septmber 2002.

ORGANIZER



Paul Barker MEMBER


STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING instrument was sworn to, subscribed and acknowledged before me this 4th day of September, 2002, by Paul Barker, to me known or who presented FI Driver license as identification and who did take an oath.

My Commission Expires:

Print Name: _____

 Thomas F Rizzo
My Commission CC788209
Expires November 20, 2002


NOTARY PUBLIC STATE OF FLORIDA
Serial No. _____
(Seal)

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