

LOZO 00023092

9/4/02 FedEx Tracking Number 823651321511

Sender's name Thomas F Rizzo Phone 941 395-0400

Company THOMAS RIZZO ATTY AT LAW

Address 2340 PERIWINKLE WAY STE J2

Dept/Floor/Suite/Room

SANIBEL State FL ZIP 33957

Internal Billing Reference Fray

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Fray Associates, LLC (Corporation Name) (Document #)

2. (Corporation Name) (Document #) 500007542625-9 -09/05/02--01049--004 \*\*\*\*125.00 \*\*\*\*125.00

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

- Walk in, Pick up time, Certified Copy, Mail out, Will wait, Photocopy, Certificate of Status

NEW FILINGS

- Profit, Not for Profit, Limited Liability, Domestication, Other

AMENDMENTS

- Amendment, Resignation of R.A., Officer/Director, Change of Registered Agent, Dissolution/Withdrawal, Merger

OTHER FILINGS

- Annual Report, Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign, Limited Partnership, Reinstatement, Trademark, Other

SECRETARY OF STATE WILLIAMS, FLORIDA

02 SEP -5 AM 10:24

APPROVED AND FILED

Examiner's Initials [Handwritten Signature]

**ARTICLES OF ORGANIZATION  
OF  
FRAY ASSOCIATES , LLC.**

**ARTICLE I - NAME**

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

**ARTICLE II - ADDRESS**

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

8948 Crown Bridge Way  
Fort Myers, Florida 33908

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

8948 Crown Bridge Way  
Fort Myers, Florida 33908

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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.

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**ARTICLE VII - DISSOLUTION OF COMPANY**

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

Raymond J. Ochester  
8948 Crown Bridge Way  
Fort Myers, Florida 33908

Frederick G. Newman  
8731 South Lake Circle  
Fort Myers, Florida 33908

**ARTICLE IX - AMENDMENT**

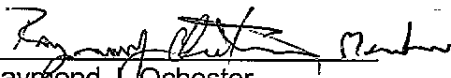
These Articles of Organization may be amended by the consent of majority members, may otherwise be provided by law.

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TALLAHASSEE, FLORIDA

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

ORGANIZER

  
Raymond J. Ochester


STATE OF FLORIDA  
COUNTY OF LEE

THE FOREGOING instrument was sworn to, subscribed and acknowledged before me this 4th day of September, 2002, by Raymond J. Ochester, to me known or who presented \_\_\_\_\_ as identification and who did take an oath.

My Commission Expires:

\_\_\_\_\_

Print Name: \_\_\_\_\_

  
NOTARY PUBLIC STATE OF FLORIDA  
Serial No. \_\_\_\_\_  
(Seal)

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AND  
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TALLAHASSEE, FLORIDA



Thomas F Rizzo  
My Commission CC788209  
Expires November 20, 2002