

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite I • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

LO20000026477

Frank Properties LLC

100008216691--8

-10/07/02--01004--010

****125.00 ****125.00

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02 OCT -7 PM 2:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
✓ ____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____ W02-28925
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

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02 OCT -4 PM 3:23

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TALLAHASSEE, FLORIDA

Signature _____

Requested by: SW

Name _____

Date 10/4

Time _____

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 7, 2002

CAPITAL CONNECTION
ATTN: lw

SUBJECT: FRANK PROPERTIES, L.L.C.
Ref. Number: W02000028925

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TALLAHASSEE, FLORIDA

We have received your document for FRANK PROPERTIES, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article V refers to an "Exhibit A" which was not attached.

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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 702A00056117

Corrected

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**ARTICLES OF ORGANIZATION
OF
FRANK PROPERTIES, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Frank Properties, L.L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 3414 Fernwood Drive, Kissimmee, FL 34741.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Derek F. Johnson, Esq., 1970 Michigan Avenue, Building D, Cocoa, FL 32922

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the 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 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 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 VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the 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 unanimous vote of the remaining members.

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ARTICLE IX -- MANAGEMENT


The company shall be managed by managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions 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:

Geoffrey P. Frank
3414 Fernwood Drive
Kissimmee, FL 34741

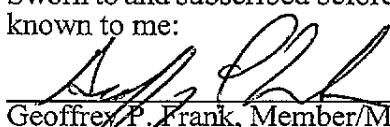
Kelli J. Frank
3414 Fernwood Drive
Kissimmee, FL 34741

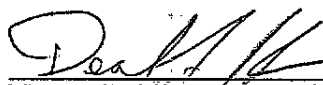
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Cocoa, Florida, on September 24, 2002


Geoffrey P. Frank


Kelli J. Frank

Sworn to and subscribed before me on September 24, 2002, by Geoffrey P. Frank, who is personally known to me:


Geoffrey P. Frank, Member/Manager



Notary Public -- State of Florida


(Seal)



Derek F. Johnson
Commission # GC 823795
Expires Apr. 5, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Sworn to and subscribed before me on September 24, 2002, by Kelli J. Frank, who is personally known to me:


Kelli J. Frank, Member/Manager


Notary Public -- State of Florida

(Seal)



Derek F. Johnson
Commission # GC 823795
Expires Apr. 5, 2003
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Atlantic Bonding Co., Inc.

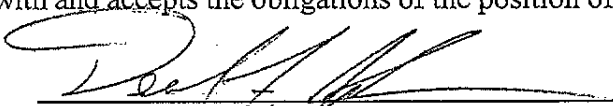
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, Frank Properties, 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 Frank Properties, L.L.C.
2. The name and street address of the registered agent in Florida are:

Derek F. Johnson, Esq.
1970 Michigan Avenue
Building D
Cocoa, FL 32922

The undersigned, being the person named in the articles of organization of Frank Properties, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Derek F. Johnson, Esq.
Registered Agent

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SCHEDULE "A"

(Description of Property Other than Cash Contributed)

1. TAMARIND CONDO PHASE 2 OR 3267/1423, BLDG G, UNIT 101, OR B&p
6376/1630, ON 10-22-01, INST WD AS RECORDED IN THE OFFICIAL RECORDS
OF ORANGE COUNTY, FLORIDA.
PARCEL ID: 18-23-29-8526-07-101
2. FIRST ADDITION TO DEVONWOOD UNIT ONE A 15/141, LOT 46, OR B&P
5614/2030, ON 10-30-98, INST WD AS RECORDED IN THE OFFICIAL RECORDS
OF ORANGE COUNTY, FLORIDA.
PARCEL ID: 26-22-30-2060-00-460
3. WILLOWBROOK PHASE 2 29/105, LOT 9 BLK181, OR B&P 6186/1014, ON 01-31,
INST WD AS RECORDED IN THE OFFICIAL RECORDS OF ORANGE COUNTY,
FLORIDA.
PARCEL ID: 36-24-29-9311-81-090
4. MILL RUN UNIT 7, PG 4, PG 161, LOT 36 AS RECORDED IN THE OFFICIAL
RECORDS OF OSCEOLA COUNTY, FLORIDA.
PARCEL ID: 112529171800010360

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