

CAPITAL CONNECTION, INC.

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

L020000026756

Leopolitan Homes LLC

200008310712--6
-10/10/02--01073--017
****125.00 ****125.00

- Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
✓ L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
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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RECEIVED
02 OCT 10 AM 11:55
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

APPROVED
AND
FILED

JB
10-10-02

Signature _____

Requested by: _____

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

ARTICLES OF ORGANIZATION

OF

NEOPOLITAN HOMES, LLC

1. Name. The name of this limited liability company is Neopolitan Homes, LLC, a Florida limited liability company (the "Company").

2. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

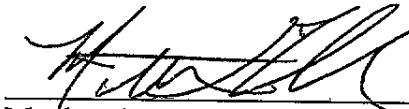
4. Place of Business. The mailing and street address of the Company's principal office is 12146 Colliers Reserve Drive, Naples, Florida 34110.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Matthew L. Grabinski, Esq.. The street address of the initial registered agent of the Company is: c/o Garlick, Stetler & Peeples, LLP, 5551 Ridgewood Drive, Suite 101, Naples, Florida 34108.

6. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

7. Management of the Company. The Company shall be managed by one or more Managers in accordance with the operating agreement adopted by all of the members.

The undersigned executed these Articles of Organization effective as of the 9th day of October, 2002.

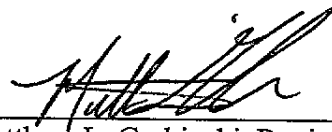


Matthew L. Grabinski, Authorized
Agent

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SECRETARY OF STATE
FLORIDA
APPROVED
AND
FILED

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Matthew L. Grabinski, Registered Agent

Dated: October 9th, 2002.

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AND
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TALLAHASSEE, FLORIDA