

Oct-17-2002 08:02am To:8502050383--46999999

From:KIRKPINKERTON LAW FIRM

T-059 P.001/005 F-717

Division of Corporations

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DIVISION OF CORPORATION

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LIMITED LIABILITY COMPANY

Palma Sola Development Interests, L.L.C.

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TALAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

PALMA SOLA DEVELOPMENT INTERESTS, L.L.C.

The undersigned person, acting as the organizer of **PALMA SOLA DEVELOPMENT INTERESTS, L.L.C.**, under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopted the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company is: **PALMA SOLA DEVELOPMENT INTERESTS, L.L.C.**

ARTICLE II - COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the Company shall be perpetual.

ARTICLE III - PURPOSE

The Company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

Prepared by: Mark P. Barnebey, Esquire
Kirk Pinkerton, P.A.
1301 6th Avenue West, Suite 401
Bradenton, Florida 34205
(941) 744-2288
Attorney Bar No. 370827

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ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is 1301 6th Avenue West, Suite 401, Bradenton, Florida 34205 and the name of the Company's initial registered agent at that address is Mark P. Barnebey.

ARTICLE V - PLACE OF BUSINESS

The mailing address and the street address of the principal office of the Company is 8103 11th Avenue Northwest, Bradenton, Florida 34209.

ARTICLE VI - ADMISSION OF SUBSTITUTE OR ADDITIONAL MEMBERS

Additional members may be admitted only upon the approval of all of the total Membership Interests of the Company in a manner as set forth in its Operating Agreement.

ARTICLE VII - MANAGEMENT OF COMPANY

The business of the Company shall be managed by a manager selected in the manner set forth in the Company's Operating Agreement. The name and address of the initial manager who shall serve until his successor is elected and qualified pursuant to the Company's Operating Agreement is:

Mr. C. Timothy Vining
8103 11th Avenue Northwest
Bradenton, Florida 34209

ARTICLE VIII - OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company is vested exclusively in the members of the Company.

ARTICLE IX - ORGANIZER

The name and street address of the organizer executing these Articles of Organization is:

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FAX AUDIT

Mr. C. Timothy Vining
8103 11th Avenue Northwest
Bradenton, Florida 34209

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TALLAHASSEE, FLORIDA

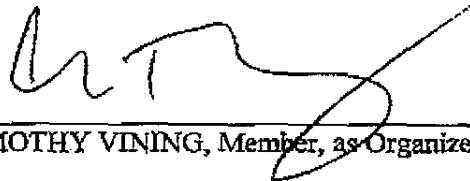
ARTICLE X - TERMINATION OF A MEMBER

The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all of the members in the Company and shall be as prescribed by the Secretary of State of the State of Florida, and shall be sworn and subscribed to by the Manager of the Company.

EXECUTED: Oct. 15, 2002.


C. TIMOTHY VINING, Member, as Organizer

STATE OF FLORIDA :

COUNTY OF MANATEE :

The foregoing document was acknowledged before me this 15th day of October, 2002, by C. TIMOTHY VINING, who is personally known to me.


Notary Public



Jamie Adam Ebling
My Commission DD072824
Expires November 18, 2005

Printed, typed or stamped name of Notary Public
My Commission expires:

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**PALMA SOLA DEVELOPMENT INTERESTS, L.L.C.
ACCEPTANCE OF REGISTERED AGENT**

Pursuant to §608.415, Florida Statutes, the following is submitted:

That **PALMA SOLA DEVELOPMENT INTERESTS, L.L.C.**, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 1301 6th Avenue West, Suite 401, Bradenton, Florida 34205, has named Mark P. Barnebey as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for **PALMA SOLA DEVELOPMENT INTERESTS, L.L.C.** at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, §608.415, Florida Statutes.

DATE: October 15, 2002.



Mark P. Barnebey

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