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MARK A. HOROWITZ
ATTORNEY-AT-LAW

BARKLEY CIRCLE PROFESSIONAL CENTER
38-4 BARKLEY CIRCLE
FORT MYERS, FLORIDA 33907
MAHOROWITZ@EARTHLINK.NET

TELEPHONE (941) 275-9900

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02 OCT 21 PM 12:24
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DEPT OF STATE
TALLAHASSEE, FLORIDA

October 14, 2002

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500008473485--9
-10/21/02-01026-019
***180.00 ***180.00

Re: Vince Muller Properties, LLC

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Organization; an original and one copy of the Affidavit of Membership and Contributions and an original and one copy of the Acceptance of Registered Agent along with a check for \$180.00 for Filing fees, Registered Agent Designation, Certified Copy and Certificate of Status for the LLC.

Please return the Certified Copy and Certificate of Status as soon as possible as a pending closing requires this documentary proof. Thank you for your prompt attention to this request.

Respectfully submitted,

Mark A. Horowitz / M

Mark A. Horowitz, Esq.
38 - 4 Barkley Circle
Fort Myers, FL 33907
(239) 275 - 9900

MAH:jj

Enclosure

**ARTICLES OF ORGANIZATION
OF
VINCE MULLER PROPERTIES, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 **VINCE MULLER PROPERTIES, LLC**.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 8870 Emerald Isle, Bonita Springs, Florida 34134.

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 earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Kelli M. Sultan 8870 Emerald Isle, Bonita Springs, Florida 34134.

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.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the

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company and on such 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 the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

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 the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members 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 names and address of the members of the company are

NAME	ADDRESS
Kelli M. Sultan	8870 Emerald Isle Bonita Springs, Florida 34134
Susan Joslin-Muller	8870 Emerald Isle Bonita Springs, Florida 34134

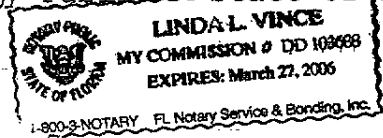
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Bonita Springs, Florida, on September 25, 2002.

Kelli M. Sultan
Kelli M. Sultan
Susan Joslin-Muller
Susan Joslin-Muller

STATE OF FLORIDA
COUNTY OF LEE

Sworn to and subscribed before me this 30th of September by Kelli M. Sultan and Susan Joslin-Muller.

Linda L. Vince
Notary Public - State of Florida



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Personally Known ✓

OR

Produced Identification _____

Type of Identification Produced _____

(Seal)

ACCEPTANCE OF REGISTERED AGENT

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The undersigned, being the person named in the articles of organization **VINCE MULLER PROPERTIES, LLC**, 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.

Kelli M. Sultan

Kelli M. Sultan
Registered Agent
8870 Emerald Isle
Bonita Springs, Florida 34134