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(City/State/Zip/Phone #)

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(Business Entity Name)

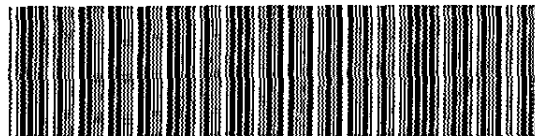
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TALLAHASSEE, FLORIDA

WILLIAM R. BLACK, PA

ATTORNEY AND COUNSELLOR AT LAW

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PLEASE REPLY TO FORT LAUDERDALE

COVERT & ASSOCIATES, P.A.
311 PARK PLACE BOULEVARD, SUITE 360
CLEARWATER, FL 33759
(727) 449-8200

COVERT & BLACK, LLC
311 PARK PLACE BOULEVARD, SUITE 360
CLEARWATER, FL 33759
(727) 449-8200

WILLIAM R. BLACK*
*ADMITTED IN FLORIDA

LINDA G. MCCOLLUM*
LIFESPAN™ COORDINATOR

October 29, 2002

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Turtle Ranch Limited Liability Company

Dear Sir/Madam:

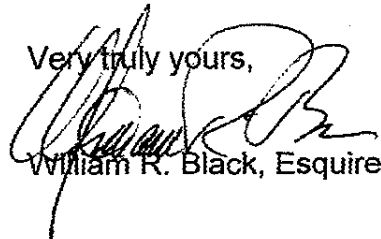
Enclosed please find the Articles of Organization for:

Turtle Ranch Limited Liability Company

and a check in the amount of \$130.00 to cover the filing fee and certificate of status.

Should you have any questions concerning this correspondence, please do not hesitate to contact this office. I remain

Very truly yours,



William R. Black, Esquire

WRB/lgm

enclosure(s)

ARTICLES OF ORGANIZATION

of

TURTLE RANCH LIMITED LIABILITY COMPANY

(Pursuant to s. 608.407, Florida Statutes)

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CLERK OF THE COURT
STATE OF FLORIDA


1. Name The name of the limited liability company is Turtle Ranch Limited Liability Company.
2. Purpose The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the State of Florida.
3. Address of Principle Office and Mailing Address The address and mailing address of the principle office of the limited liability company is 3215 Gulf Shore Boulevard, Penthouse One North, Naples, Florida 34103.
4. Term Term of the LLC shall be perpetual.
5. Members at Time of Formation There will be at least one member at the time the limited liability company is formed.

6. Period of Duration The period of duration shall be perpetual.
7. Management Management of the Limited Liability Company at the time of formation is reserved for the initial member whose name and address are as follows:
- Initial Member:
- No Looking Back Limited Partnership
4025 East Hoback River Road
Jackson, Wyoming 83001
8. Additional Members The names and addresses of additional members are as follows:
- None
9. Admission of New Members With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in proportion as may be agreed upon between all the members and the new member.
10. Members Right to Continue Business The remaining members of the limited liability company shall have the right to continue business on 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 limited

liability company as further set forth in the Operating Agreement of the limited liability company.

NO LOOKING BACK LIMITED PARTNERSHIP, Sole Member

BY:



Nancy Breitenstine, Sole Trustee of the Nancy Breitenstine
Management Trust, dated October 3, 2002, General Partner

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


Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. Name The name of the limited liability company is Turtle Ranch Limited Liability Company.

2. Registered Office The address of the registered office of the limited liability company is 269111 East Oakland Park Boulevard, Suite 402, Fort Lauderdale, Florida 33306.

3. Registered Agent William R. Black, Esquire, is appointed, and by his signature below accepts appointment to act as registered agent of Turtle Ranch Limited Liability Company.

Having ben 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.



William R. Black, Esquire