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From:

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TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

GrandScapes, LLC

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FAX AUDIT # H020002231197

ARTICLES OF ORGANIZATION**OF****GRANDSCAPES, LLC****ARTICLE I****NAME AND ADDRESS**

The name of this Limited Liability Company shall be **GrandScapes, LLC** (the "Company"). The mailing address and street address of the principal office of the Company is 25 Northeast 17th Avenue, Cape Coral, Florida 33909

ARTICLE II**DURATION**

The Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company, or as provided by law, or as provided by the Company's Operating Agreement.

ARTICLE III**DESIGNATION OF REGISTERED AGENT**

The name and address of the registered agent of the Company shall be Peter L. Keeley, Grant, Fridkin, Pearson, Athan & Crown, P.A., 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

FAX AUDIT # H020002231197
Peter L. Keeley Esquire
Grant, Fridkin, Pearson, Athan & Crown, P.A.
5551 Ridgewood Drive, Suite 501, Naples, FL 34108
(941) 514-1000
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ARTICLE IV

THE MEMBERS

The initial members of the Company (hereafter the "Members") shall be:

Craig A. Anglemeyer (Co-Managing Member)

Gregory Neal (Co-Managing Member)

ARTICLE V

MANAGEMENT OF COMPANY BUSINESS

The Company's day to day business will be managed by one or more of its members and is therefore a member-managed company.

ARTICLE VI

ADDITIONAL MEMBERS

The Members may admit additional members pursuant to the requirements of the Company's Operating Agreement.

ARTICLE VII

LIMITATIONS ON MEMBERS

The Members shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other Members of the Company without first obtaining the prior written consent of the requisite Members of the Company. Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

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ARTICLE VIIIRIGHT TO CONTINUE BUSINESS OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Member or Members shall have the right to continue the business of the Company in accordance with the terms and conditions of the Company's Operating Agreement.

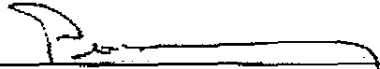
ARTICLE IXAMENDMENTS

These Articles may be amended from time to time as required by the Company's Operating Agreement.

WITNESS, the hand of the undersigned authorized representative of the Company this 7th day of November, 2002.

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Peter L. Keeley, Esq.
Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for GrandScapes, LLC, at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.


Peter L. Keeley

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