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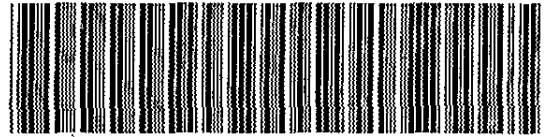
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LANE & ASSOCIATES, P.A.

An International Law Firm

Florida • Germany • Switzerland

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October 30, 2002

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: **BEAUCLAIRE PROPERTIES, LLC**

Dear Madam or Sir,

Enclosed please find the original and one copy of the Articles of Organization and Designation of Registered Agent for **BEAUCLAIRE PROPERTIES, LLC**.

Also enclosed is a check in the amount of \$155.00 to cover the filing of the Articles of Organization, a certified copy of the Articles of Organization, and the filing of Approval of the Registered Agent.

Please send the certified copy of the Articles of Organization and the Designation of the Registered Agent to:

Lane & Associates, P.A.
5301 Conroy Road, Suite 140
Orlando, Florida 32811
Tel. (407) 316-0343
Fax (407) 316-0372

Your attention to this matter is most appreciated.

Sincerely,



Paul Camp Lane
Attorney at Law
Enclosure

**ARTICLES OF ORGANIZATION
OF
BEAUCLAIRE PROPERTIES, LLC**

The undersigned, as Organizer & Authorized Representative of a Member, for the purpose of forming a limited liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I – NAME

The name of the Limited Liability Company shall be Beauclaire Properties, LLC hereinafter referred to as the "Company."

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company shall be 5301 Conroy Road, Suite 140, Orlando, Florida 32811.

ARTICLE III – DURATION

The Company shall commence its existence upon the filing of 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.

ARTICLE IV – BUSINESS PURPOSE

The primary business purpose of the Company is to engage in providing various types of services, professional and otherwise, to include but not to be limited to, property development, property management, property maintenance, property decorating and sales. Provided further however, the Company shall be permitted to engage in any form of legal business as permitted under the laws of the State of Florida.

ARTICLE V – REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is Lauralyn Lane, whose address is 15350 Vinola Drive, Montverde, Florida 34756.

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

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ARTICLE VII – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the written consent of a majority of the membership interests of the Company and on such terms and conditions as shall be determined by the members. A member may transfer interest in the Company as set forth in the regulations of the Company, which shall provide for the consent of the other members. 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 interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII – MANAGEMENT

The Company shall be managed by Managers 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. A manager need not be a member. The names and address of the initial Manager is:

Lauralyn Lane
15350 Vinola Drive
Montverde, Florida 34756

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Orlando, Orange County, Florida, on this 30th day of October, 2002.

WITNESS:


x Paul Camp Lane
Paul Camp Lane
Print Name

x Lauralyn Lane
Lauralyn Lane
Authorized Representative of a Member

STATE OF FLORIDA

COUNTY OF ORANGE

Sworn to (or affirmed) and subscribed before me this 30th day of October, 2002, by
Lauralyn Lane, who is personally known to me, as the Organizer of Beauclaire Properties, LLC.


Notary Public - State of Florida
(SEAL)

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TALLAHASSEE, FLORIDA

**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 FLORIDA.

- 1.) The name of the limited liability company is Beauclaire Properties, LLC.
- 2.) The name and the Florida street address of the registered agent is:

Lauralyn Lane
15350 Vinola Drive
Montverde, Florida 34758

Having been 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.

x Lauralyn Lane
Lauralyn Lane, Registered Agent

Date: October 30, 2002

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TALLAHASSEE, FLORIDA