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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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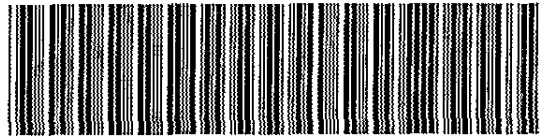
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

RICHARD F. MALZAHN
13732 86th Avenue North
Seminole, FL 33776
(727) 392-4677

November 21, 2002

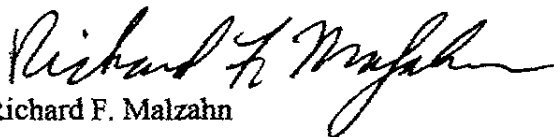
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Clerk,

Please find enclosed the Articles of Organization and Designation of Registered Agent for RFM Properties L. L. C. Please register this Limited Liability Company with an effective date of November 21, 2002. Also enclosed is a check for \$130.00 to cover the filing fees plus a Certificate of Status.

Thank you.

Sincerely,


Richard F. Malzahn

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**ARTICLES OF ORGANIZATION
FOR
RFM PROPERTIES, L. L. C.
A Florida Limited Liability Company**

The undersigned for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, does hereby adopt the following Articles of Organization.

ARTICLE I

The name of the company is: RFM PROPERTIES, L. L. C.

ARTICLE II

The post office address and street address of the initial principal office of the company is:

c/o Richard F. Malzahn, Trustee
13732 86th Avenue North
Seminole, FL 33776

ARTICLE III

The company shall have perpetual existence, unless terminated by the unanimous written agreement of all members of the company, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all of the remaining members, or by amendment of these Articles of Organization providing for the continuing existence of the company notwithstanding the occurrence of any of the aforementioned events.

ARTICLE IV

This company is organized for the purpose of conducting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE V

All company power shall be exercised by, or under the authority of, and the business affairs of the company shall be managed under the direction of the members of the company. This Article may be amended from time to time in the regulations of the company by a unanimous vote of its members. The name and address of the initial members are as follow

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Richard F. Malzahn Living Trust
UAD 4/12/1994
Richard F. Malzahn, Trustee
13732 86th Avenue North
Seminole, FL 33776

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TALLAHASSEE, FLORIDA

ARTICLE VI

The street address of the initial registered office of the company is 13732 86th Avenue North, Seminole, FL 33776 and the name of the initial registered agent of the company is Richard F. Malzahn, Trustee.

ARTICLE VII

Members shall have the right to admit new members by unanimous consent only. Contributions required of new members shall be determined as of the time of admission to the company. A member's interest in the company may not be sold or otherwise transferred except upon the unanimous written consent of the members.

ARTICLE VIII

Upon the death, resignation or dissolution of a member, or the occurrence of any event that terminates the continued membership of a member of the company; the Company may continue to exist and conduct its business with the Successor Trustee or the alternate Successor Trustee of the Richard F. Malzahn Living Trust UAD 4/12/1994 becoming a member.

ARTICLE IX

Power to adopt, alter, amend or repeal the regulations of the company shall be vested in the members. Regulations adopted by the members may be repealed or altered, new regulations may be adopted, and the members may prescribe in any regulation made by them that such regulations may not be altered, amended or repealed by any manager. The regulations shall govern and address items relating to the day to day operation of the company's business and shall address, without limiting the generality of the foregoing, such items as return of capital and distribution of profits and losses as between members.

ARTICLE X

The Affidavit as to membership and initial capital contributions is attached as Exhibit "A" hereto and is made a part hereof.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the 21st day of November, 2002.

Richard F. Malzahn Trustee
Richard F. Malzahn, Trustee; Member

EXHIBIT A

LIMITED LIABILITY COMPANY AFFIDAVIT

STATE OF FLORIDA
COUNTY OF PINELLAS

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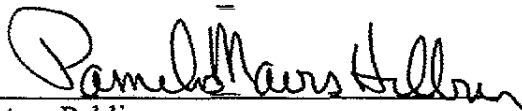
Before me, the undersigned authority duly authorized in the State of Florida and County of Pinellas to administer oaths and take acknowledgments, this day personally appeared RICHARD F. MALZAHN, who is personally known to me or who produced a drivers license as identification and who first being duly sworn, deposes and says:

1. That, as Trustee of Richard F. Malzahn Living Trust UAD 4/12/1994, he is a member of RFM PROPERTIES L. L. C., a Florida Limited Liability Company.
2. That RFM PROPERTIES, L. L. C. has at least one member.
3. That the amount of cash heretofore contributed by the member(s) is \$0.00.
4. That the agreed value of property other than cash contributed by member(s) is \$175,000.00. A description of the property is attached as Exhibit "1" and is made a part hereto.
5. The total amount of cash and property contributed and anticipated to be contributed by member(s) is \$175,000.00.
6. Affiant has attained the age of legal majority, is not the subject of any guardianship proceeding and is otherwise competent to testify to the matters herein.

Further, Affiant sayeth naught.


Affiant, RICHARD F. MALZAHN, Trustee; Member

SWORN TO AND SUBSCRIBED before me on this 21st day of November, 2002.


Notary Public

Printed: _____

My commission expires:

(SEAL)

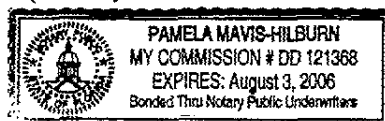


EXHIBIT 1

PROPERTY DESCRIPTION

Lot 1, Block 64, PINELLAS PARK, according to the plat thereof recorded in Plat Book 2, Pages 91 and 92, Public Records of Hillsborough County, of which Pinellas County was formerly a part, LESS the North 83 feet thereof, and LESS that part of Lot 1 lying within 50 feet of the survey line of State Road 694, Section 1506, said survey line being described in Deed Book 1578, Page 27, Public Records of Pinellas County, Florida.

TOGETHER with a perpetual easement for ingress and egress over the South 6 feet of the North 83 feet of said Lot 1.

Subject to easements and restrictions of record, if any.

Parcel # 28/30/16/71064/064/0010.

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TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415(2), 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. The name of the limited liability company is: RFM PROPERTIES, L. L. C.
2. The name and the Florida street address of the registered agent are:

Richard F. Malzahn, Trustee
13732 86th Avenue North
Seminole, FL 33776

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TALLAHASSEE, FLORIDA

Richard F. Malzahn, Trustee Dated: 21 November 2002
Richard F. Malzahn, Trustee; Member

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 appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Richard F. Malzahn, Trustee Dated: 21 November 2002
Richard F. Malzahn, Trustee