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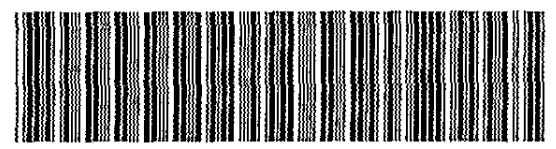
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TALLAHASSEE, FLORIDA

FRANK J. ALOIA

Attorney at Law

1716 CAPE CORAL PARKWAY
CAPE CORAL, FLORIDA 33904
POST OFFICE BOX 100538
CAPE CORAL, FLORIDA 33910

TELEPHONE NUMBER
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TELECOPIER NUMBER
(239) 542-9552

December 12, 2002

Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

RE: Princess, L.C.

Dear Sir:

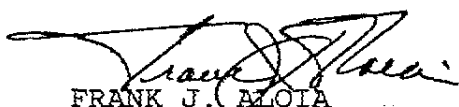
With regard to the above matter, please find enclosed original and one copy of Articles of Organization which I would appreciate your filing. I also enclose my trust account check in the amount of \$155.00 to cover the following costs:

Filing & Registered Agent Fee	\$125.00
Certified Copy Fee	\$ 30.00

Total \$155.00

Please return a certified copy of the Articles of Organization to me at your earliest convenience.

Very truly yours,


FRANK J. ALOIA
FJA:djb
Enc.

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ARTICLES OF ORGANIZATION
OF
PRINCESS, L.C.
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, of the Florida Statutes entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

ARTICLE I

(Name)

The name of this limited liability company shall be:

PRINCESS, L.C.

ARTICLE II

(Duration/Continuation)

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 terminate upon the unanimous written agreement of all members 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 the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

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ARTICLE III

(Purposes and Powers)

The general purpose for which the Company is organized is to construct, erect, build, equip, repair and improve houses, buildings, tracts, shopping centers, condominiums, streets, sidewalks, reservoirs, waterworks, sewers, docks, fills, installation of gas and electricity and other public services, and other structures and improvements of any kind or character whatsoever; to buy, sell or otherwise acquire, handle, hold and dispose of real and personal property or any interest therein; to lay off, plat or subdivide lands into lots and blocks, and to dedicate parks, streets, highways and alleyways thereon.

To manage, supervise, operate, control, lease, let and sublet apartments, office buildings, dwelling houses and all kinds and character of property of every nature whatsoever and to transact any other lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV

(Principal Office and Address)

The principal office, mailing address and street address of this company is 2326 Del Prado Blvd., Cape Coral, FL 33990.

ARTICLE V

(Registered Office and Agent)

The name and street address of the initial Registered Agent of this company in the

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State of Florida is YASMIN L. WORKMIN, 2326 Del Prado Blvd., Cape Coral, FL 33990.

ARTICLE VI

(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 VII

(Additional Capital Contributions)

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

ARTICLE VIII

(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 Company and upon 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.

ARTICLES IX

(Management of Company)

The Company shall be managed by the members in accordance with regulations

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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:

<u>Name</u>	<u>Address</u>
YASMIN L. WORKMIN	525 SE 27th Terrace Cape Coral, FL 33904
ROBERT L. WORKMIN	525 SE 27th Terrace Cape Coral, FL 33904

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ARTICLE X

(Amendments)

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE XI

(Regulations)

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the Company by any amendments to the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such

Regulations may not be altered, amended or repealed by the Manager(s).

ARTICLE XII

(Informal Action of Members)

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

ARTICLE XIII

(Contracting Debt)

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this Company, unless approved by all of the members of the Company.

ARTICLE XIV

(Transferability of Member's Interest)

An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

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ARTICLE XV

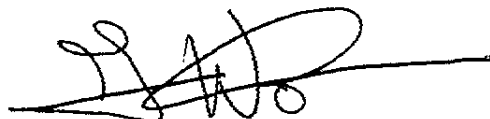
(Withdrawal or Reduction of Member's Contributions to Capital)

A Member shall not receive out of the Company property any part of his or her contribution to capital until:

1. all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them;
2. the consent of all members is had, unless the return of the contributions to capital may be rightfully demanded;
3. these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or her contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned members have made and subscribed these Articles of Organization for the foregoing uses and purposes this 25th day of November, 2002.



YASMIN L. WORKMIN, Member



ROBERT L. WORKMIN, Member

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SECRETARY L. JAIL
TALLAHASSEE, FLORIDA

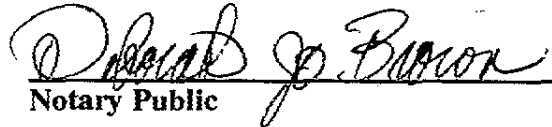
STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared YASMIN L. WORKMIN AND ROBERT L.

WORKMIN, to me well known to be Members of the above limited liability company and who subscribed the above Articles of Organization and they each freely and voluntarily acknowledged before me that they executed the same for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 25th day of November, 2002.




Notary Public

ACCEPTANCE BY REGISTERED AGENT

I, YASMIN L. WORKMIN, having been named as Registered Agent to accept service of process for the above stated limited liability company, at the place designated in the Articles of Organization, 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.

Dated this 25th day of November, 2002.



YASMIN L. WORKMIN, Registered Agent

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EXHIBIT A

MEMBER NAME	CAPITAL CONTRIBUTION (cash or property)
YASMIN L. WORKMIN	\$100.00
ROBERT L. WORKMIN	\$100.00

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