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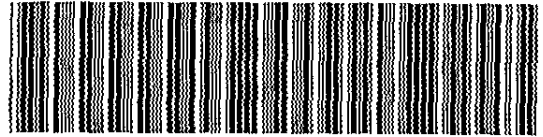
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JAN 21 2003

KOHL & RICHARD

PROFESSIONAL ASSOCIATION OF ATTORNEYS

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January 15, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: New Limited Liability Company filing
Seawinds Real Estate II, LLC

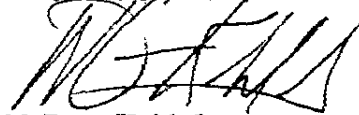
To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Organization for Seawinds Real Estate II, LLC, and a check in the amount of \$125.00 representing the filing fee.

Upon receipt, please forward the date stamped copy directly to our office via the self addressed stamped envelope provided for your convenience.

If you have any questions, please feel free to contact me at the above address and telephone number.

Very truly yours,



N. Dean Kohl, Jr.

NDK/cnb
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SEAWINDS REAL ESTATE II, LLC
a Florida limited liability company**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I
Name**

The name of the limited liability company ("Company") is SEAWINDS REAL ESTATE II, LLC.

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is 620 27th Avenue, S.W., Vero Beach, Florida, 32962.

**ARTICLE III
Purpose and Powers**

The general purpose for which the Company is organized is to own real estate in 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
Duration**

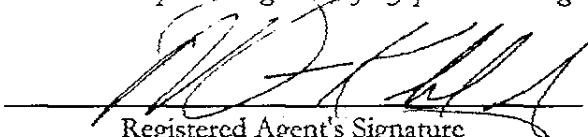
The period of duration for the company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State, unless the Company is earlier dissolved as provided in the Articles of Organization or the Operating Agreement and Regulations.

**ARTICLE V
Registered Agent and Office**

The name and the Florida street address of the registered agent are:

N. Dean Kohl, Jr.
50 S. E. Kindred Street
Suite 107
Stuart, Florida 34994

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 as provided for in Chapter 608, F.S.

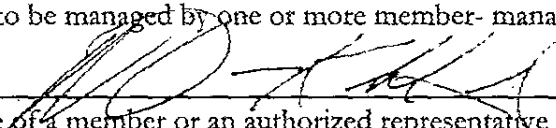

Registered Agent's Signature

N. Dean Kohl, Jr.

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TALLAHASSEE, FLORIDA

ARTICLE VI
Management

The Company is to be managed by one or more member- managers.



Signature of a member or an authorized representative of a member
N. Dean Kohl, Jr.

ARTICLE VII
Termination of Existence

The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of any member except as may be provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned authorized representative has made and executed these Articles of Organization this 15th day of January, 2003.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)



N. Dean Kohl, Jr.

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