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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 902385 123706A

AUTHORIZATION : *Patricia Pijato*

COST LIMIT : \$ 155.00

ORDER DATE : January 22, 2003

ORDER TIME : 10:42 AM

ORDER NO. : 902385-005

CUSTOMER NO: 123706A

CUSTOMER: Ms. Jan Kulp
Olmsted & Wilson, P.a.

Suite 101
18501 Murdock Circle
Port Charlotte, FL 33948

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TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: RIVERS EDGE UTILITIES, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION OF
RIVERS EDGE UTILITIES, LLC**

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this limited liability company shall be RIVERS EDGE UTILITIES, LLC, and the mailing address and street address of its principal office shall be 1601 Hunter Creek Drive, Punta Gorda, FL 33982, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

This limited liability company is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida and shall have all of the powers authorized by the State of Florida for limited liability companies but shall remain subject to statutes and regulations of the laws of the State of Florida for regulating and controlling business.

**ARTICLE III
MANAGEMENT**

This limited liability company is to be managed by its members and the names and addresses of the managing members are:

<u>NAME</u>	<u>ADDRESS</u>
ZOLA M. MacLACHLAN	29000 Tamayo Drive Punta Gorda, FL 33982
JANICE FADER	29185 Orangewood Street Punta Gorda, FL 33982
MARYLU FITZPATRICK	3244 Washington Road McMurray, PA 15317

Instruments and documents for the acquisition, mortgage, deposition, conveyance, lease, sale or transfer of the personal property or real property of this limited liability company may be executed on its behalf by one or more members.

**ARTICLE IV
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on the unanimous consent of the remaining members.

ARTICLE V
DURATION

This limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members and shall commence its existence upon filing of these Articles.

ARTICLE VI
AMENDMENT

These Articles may be amended by a vote of a majority in interest of the members.

ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this limited liability company is 1601 Hunter Creek Drive, Punta Gorda, FL 33982, and the name of the company's initial registered agent for service of process is JANICE FADER.

ARTICLE VIII
REGISTERED AGENT AND ADDRESS

The registered agent of this limited liability company is JANICE FADER, whose address is 29185 Orangewood Street, Punta Gorda, FL 33982.

The undersigned, being the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of RIVERS EDGE UTILITIES, LLC.

Executed by the undersigned on Jan. 20, 2003.

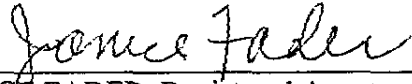
Zola M. MacLachlan
ZOLA M. MacLACHLAN, Member

Janice Fader
JANICE FADER, Member

Marylu Fitzpatrick
MARYLU FITZPATRICK, Member

ACCEPTANCE OF REGISTERED AGENT

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, Florida Statutes.


JANICE FADER, Registered Agent

Dated - 1-20, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA