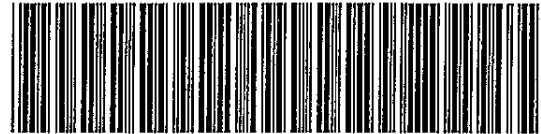


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K. STEVEN ROBERTS
ATTORNEY-AT-LAW

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DALLAS, TX 75219

TEL: 214-765-5540
FAX: 214-765-5541
EMAIL: steven@ksroberts.com

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TALLAHASSEE, FLORIDA

January 23, 2003

via Federal Express


Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

To Whom It may Concern:

Enclosed please find the Articles of Organization for Charlotte Holdings, L.L.C. for registration. Further enclosed please find a check payable in the sum of \$155.00 in payment of the filing fee, the designation of registered agent, and a certified copy.

Please contact me if you have any questions. Thank you for your attention in this matter.

Respectfully,


K. Steven Roberts

Enclosures

ARTICLES OF ORGANIZATION
CHARLOTTE HOLDINGS, L.L.C.

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These Articles of Organization are being executed for the purpose of forming a Florida limited liability company pursuant to Chapter 608 of the Florida Statutes. The undersigned, being duly authorized by the Members and Board of Managers to execute and file these Articles, does hereby certify as follows:

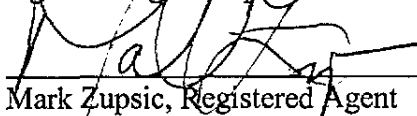
1. Name. The name of the limited liability company is Charlotte Holdings, L.L.C. (the "Company").
2. Mailing and Street Address: The mailing and street address of the principal office of the Company is:

6919 Spinnaker Blvd.
Englewood, FL 34224

3. Registered Office and Registered Agent. The name and Florida street address of the registered agent of the Company are:

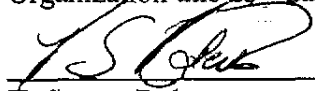
Mark Zupsic
6919 Spinnaker Blvd.
Englewood, FL 34224

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 article, 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 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 of the Florida Statutes.


Mark Zupsic, Registered Agent

4. Formation. The Company is formed as of the time of filing of these Articles of Organization.
5. Dissolution. The Company shall have unlimited life.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Organization this 23rd day of January, 2003.


K. Steven Roberts
Agent for the Members and Board of Managers