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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BK

Law Offices of  
Voigt & Voigt, P.A.  
Attorneys at Law

2042 Bee Ridge Road  
Sarasota, Florida 34239

Telephone (941) 925-2324  
Fax (941) 921-2047

January 29, 2003  
VIA OVERNIGHT DELIVERY

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

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03 JAN 31 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: ARTICLES OF ORGANIZATION - LLC


Dear Sir/Madam:

Enclosed herewith are one (1) original and one (1) copy of the Articles of Organization for FRUITVILLE, LLC, for filing in the records of the State of Florida. I am also enclosing my check in the amount of \$125.00 for the filing fee.

Please return a copy of the Articles of Organization to this office after the original has been filed in the records of the State of Florida.

Thank you for your prompt attention to and cooperation in this matter. Should you have any questions or need further information, please do not hesitate to contact this office.

Very truly yours,

  
Stephen F. Voigt, Sr.

SFVsr/mz  
Enclosures

**ARTICLES OF ORGANIZATION  
OF  
FRUITVILLE, LLC**

FILED  
03 JAN 31 AM 10 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Chapter 608 of the Florida Statutes, do hereby adopt the following Articles of Organization for the Limited Liability Company:

ARTICLE ONE: The name of the Limited Liability Company is:

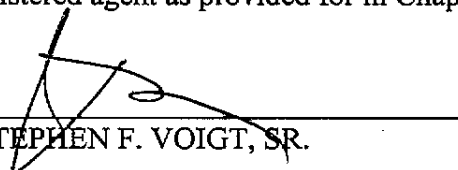
FRUITVILLE, LLC

ARTICLE TWO: The Limited Liability Company shall continue until the occurrence of an event set forth in the Operating Agreement which causes the termination of the Limited Liability Company.

ARTICLE THREE: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Chapter 608 of the Florida Statutes, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE FOUR: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 2042 BEE RIDGE ROAD, SARASOTA, FL 34239, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is STEPHEN F. VOIGT, SR..

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. If 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.

  
STEPHEN F. VOIGT, SR.

ARTICLE FIVE: The mailing address and principal office of the Limited Liability Company is 480 Blackburn Point Road, Osprey, FL 34229.

ARTICLE SIX: The Limited Liability Company is to be managed by a Managing Member. The name and address of the initial Managing Member are: TOM LEFEVRE, having an address at 480 Blackburn Point Road, Osprey, FL 34229.

ARTICLE SEVEN: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Members is \$ 50,000.00. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

ARTICLE EIGHT: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

ARTICLE NINE: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

ARTICLE TEN: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Member who caused the Withdrawal Event) may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

ARTICLE ELEVEN: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the Managing Member has executed and acknowledged these Articles of Organization on January 29, 2003.

In the presence of:

Melissa H. Zeller

[Signature]  
BY: TOM LEFEVRE  
ITS MANAGING MEMBER

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 29th day of January, 2003, by TOM LEFEVRE, who is personally known to me or who has produced a Driver's License as identification.

Melissa H. Zeller  
print:

Notary Public

My commission expires on

