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February 10, 2003

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2003 FEB 19 AM 9:27
JULY 10, 2003
CORPORATIONS
TALLAHASSEE, FLORIDA

VIA CERTIFIED MAIL

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

Re: Ponce Riviera LLC

Dear Sir/Madam:

Enclosed for filing on behalf of Ponce Riviera LLC are Articles of Organization (the "Articles"). Also enclosed is a check in the amount of \$160 to cover the filing and certified copy fees for same.

If all is in order, please process the Articles and return them to my attention in the envelope provided. Please also forward a certified copy of the Articles and a Certificate of Status. If you have any questions or need additional information, feel free to contact me.

Very truly yours,

Merry H. Pieper
Legal Assistant

MHP/ler

Enclosures

cc: Kevin P. Gluntz, Esq.

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Ponce Riviera LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

2824 Palm Beach Blvd., Fort Myers, FL 33916


ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

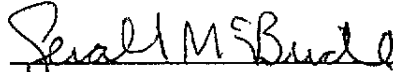
Gerald McBride, Esq.
 Name
2824 Palm Beach Blvd.
 Florida street address (P.O. Box **NOT** acceptable)
Fort Myers FL 33916
 City, State, and Zip

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 JUDICIAL CLERK OF COURSE
 TALLAHASSEE, FLORIDA

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

(An additional article must be added if an effective date is requested)


 Signature of a member or an authorized representative of a member.

(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.)

Gerald McBride, Esq., Member
 Typed or printed name of signee

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)