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ACCOUNT NO. : 072100000032

REFERENCE : 937307 7178536

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 20, 2003

ORDER TIME : 11:35 AM

ORDER NO. : 937307-005

CUSTOMER NO: 7178536

CUSTOMER: Holly A. Harmon, Esq
Holly A. Harmon, P.a.

Suite 410
3838 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: IMPERIAL SHORES, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
IMPERIAL SHORES, LLC**

The undersigned, being a member of a limited liability company to be organized under the Florida Limited Liability Company Act, adopt and submit the following Articles of Organization for such limited liability company:

**ARTICLE I
NAME**

The name of the limited liability company (the ACompany@) shall be **IMPERIAL SHORES, LLC.**

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be c/o Paul Collins, 409 Washington Street, Waterford, WI 53185.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is 315 Dunes Boulevard #1204, Naples, FL 34110, and the name of the initial registered agent at such address is Shirley Allesee.

**ARTICLE IV
ADMISSION OF MEMBERS**

The members of the Company may admit new members to the Company as more fully described in and subject to the terms, conditions and requirements set forth in the Company=s Operating Agreement and Regulations. Newly admitted members shall have

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all of the rights and privileges as set forth in the Company=s Operating Agreement and Regulations.

ARTICLE V EFFECTIVE DATE

The Company=s effective date of existence shall begin on the date of filing of these Articles.

ARTICLE VI DURATION

The Company=s duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or any other event that would terminate the continued membership of a member in the Company, the remaining members shall have the right to continue the business of the Company as provided in the Operating Agreement and Regulations.

ARTICLE VII ADOPTION OF OPERATING AGREEMENT AND REGULATIONS

The initial members shall adopt the Operating Agreement and Regulations of the Company, which will set forth the relationships of the members, the manager and the Company, and may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

ARTICLE VIII INITIAL MANAGER

The Company will be manager-managed. The manager shall be designated, appointed or elected as more fully described in the Operating Agreement and Regulations. The initial number of managers of the Company shall be one (1). The number of managers may be increased in accordance with the terms of the Operating Agreement and Regulations. The name and business address of the member who shall

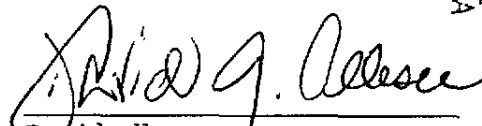
serve as manager until his successor(s) is/are elected and qualified are:

David Allesee
5946 North River Bay Road
Waterford, WI 53185

ARTICLE IX MANAGER POWERS AND AUTHORITY

The initial manager has full power and authority, without consent of the members and upon terms acceptable to said initial manager, to: (i) acquire, purchase and encumber any real or personal property on behalf of the Company, and borrow funds for said acquisition, purchase and encumbrance, and (ii) sell, transfer and convey any real or personal property of the Company, and (iii) execute on behalf of the Company any and all documents relating to said acquisition, purchase, encumbrance and loan, or sale or conveyance.


IN WITNESS WHEREOF, the undersigned, being a member of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, has executed these Articles of Organization as of this 17th day of February, 2003.


David Allesee

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ACCEPTANCE BY REGISTERED AGENT

I, Shirley Allesee, having been duly designated to act as registered agent and to accept service of process for IMPERIAL SHORES, LLC, a limited liability company to be organized under the Florida Limited Liability Company Act, 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 am familiar with and accept the designations and obligations of my position as registered agent as set forth in the Florida Limited Liability Company Act.


Shirley Allesee

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