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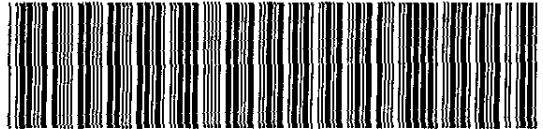
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PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
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February 26, 2003

VIA REGULAR MAIL

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

Re: Articles of Organization for Haupt Enterprises, L.L.C.

Gentlemen:

Enclosed is the original and a copy of the Articles of Organization for Haupt Enterprises, L.L.C., together with a check for \$155.00 to cover the filing fee, designation of registered agent and certified copy fee.

Because the company's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before March 7, 2003.

Once the Articles of Organization for Haupt Enterprises, L.L.C. have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures
cc: Michael C. Haupt

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**ARTICLES OF ORGANIZATION FOR
HAUPT ENTERPRISES, L.L.C.,
a FLORIDA LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - Name:

The name of the Limited Liability Company is HAUPT ENTERPRISES, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 7250 Pelas Circle, Fort Myers, Florida 33917.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual commencing on the date of execution of these Articles of Organization.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by managers and the name and address of the initial managers who shall serve until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>
Michael C. Haupt	7250 Pelas Circle Fort Myers, Florida 33917
Gloria A. Haupt	7250 Pelas Circle Fort Myers, Florida 33917

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be with the affirmative vote of a majority of the Members.

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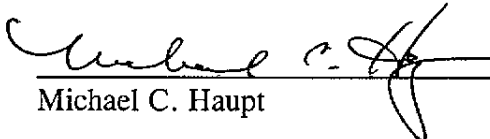
ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on 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 shall be only with the affirmative vote of a majority of the remaining Members.

ARTICLE VII - Initial Registered Office and Registered Agent

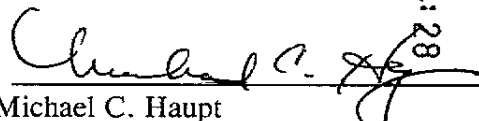
The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 7250 Pelas Circle, Fort Myers, Florida 33917. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Limited Liability Company at that address is Michael C. Haupt. The Members may from time to time designate a new registered agent.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these Articles of Organization at Orlando, Florida, this ___ day of February, 2003.



Michael C. Haupt

Having been named as registered agent for the above mentioned Limited Liability Company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.

Signature: 

Michael C. Haupt

Date: 2-25-03