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31125 U.S. Highway 19 North Palm Harbor, Florida 34684 (727) 789-5588 (727) 772-1132 Fax

March 27, 2003

Florida Dept. of State Division of Corporation 409 East Gaines Street Tallahassee, FL 32399 Attn: Marsha Thomas

Re: Riverwatch Commercial Center LLC

Dear Mrs. Thomas;

As per our conversation, enclosed is the Articles of Organization for Riverwatch Commercial Center LLC. Thank you for your cooperation in this matter. I hope that you are feeling better.

Sincerely,

Farhod M. Nikjeh Managing Member

ARTICLES OF ORGANIZATION OF RIVERWATCH COMMERCIAL CENTER, LLC

The undersigned executes these Articles of Organization of Riverwatch Commercial Center, LLC to form a limited liability company pursuant to the Florida Limited Liability Company Act:

ARTICLE I. NAME

The name of the limited liability company is: Riverwatch Commercial Cen

ARTICLE II. ADDRESS

The mailing and street address of the principal office of the limited liability compared 11125 US Highway 19 N., Palm Harbor, FL 34684.

ARTICLE III. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the limited liability company is 31125 US Highway 19 N., Palm Harbor, FL 34684, and the name of the Company's initial registered agent at that address is Farhod M. Nikjeh.

Having been named 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.

Farfiod M. Nikjeh

ARTICLE IV. MANAGEMENT OF COMPANY

The business of the limited liability company will be managed by members as set forth in the company's operating agreement.

ARTICLE V. ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VI. LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

EXECUTED: March <u>27</u>, 2003

rhod M. Nikjeh

Member