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(Requestor's Name)

(Address)

(Address)

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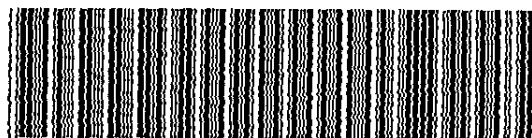
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAY 29 2003

CONROY, COLEMAN & HAZZARD, P.A.

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May 22, 2003

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Secretary of State

The Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Via Federal Express

Re: **Articles of Organization for Tarpon Investment Properties II, L.L.C., a
Florida limited liability company**

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced limited liability company. Also enclosed you will find our check in the amount of One Hundred Fifty-five Dollars (\$155.00) to cover the following costs:

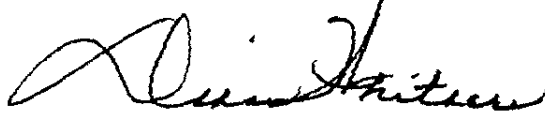
1. \$ 100.00 - Filing Fee;
2. \$ 25.00 - Designation of Registered Agent;
3. \$ 30.00 - Certified Copy of the Articles of Organization.

TOTAL AMOUNT DUE - \$155.00

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

CONROY, COLEMAN & HAZZARD, P.A.



Diane Whitacre
Paralegal

Encl.

**ARTICLES OF ORGANIZATION
OF
TARPON INVESTMENT PROPERTIES II, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this limited liability company is Tarpon Investment Properties II, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 277 Monterey Drive, Naples, Florida 34119. The Company's registered agent is Michael A. Durant, whose office is located at 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is Anthony J. Dedio, who is a natural person at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the Manager is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. The name and address of the Manager is:

Anthony J. Dedio
277 Monterey Drive
Naples, Florida 34119

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TALLAHASSEE, FLORIDA

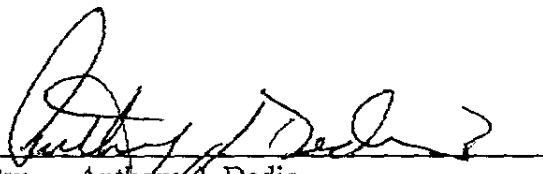
**ARTICLE VII
ADMISSION OF NEW MEMBERS**

The Company may admit new members as provided in the Company's operating agreement.

**ARTICLE VIII
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 15th day of ^{May}~~April~~, 2003.


By: Anthony J. Dedio
Its: Manager

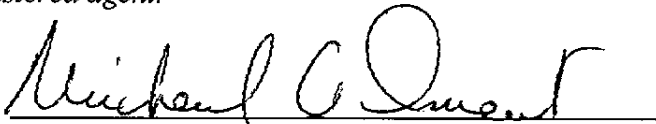
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: Tarpon Investment Properties II, LLC
2. The name and address of the registered agent and office is:

Michael A. Durant
Conroy, Coleman & Hazzard, P.A.
2640 Golden Gate Parkway, Suite 115
Naples, Florida 34105

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 accept the obligations of my position as registered agent.


(Signature)

MAY
April 15, 2003

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TALLAHASSEE, FLORIDA

TARPON INVESTMENT PROPERTIES II, LLC

Registered Agent Acceptance

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