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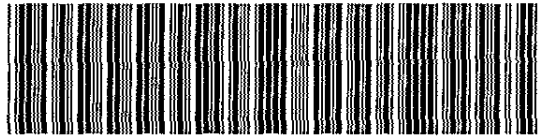
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 151893 164228A

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 125.00

03 JUN 30 PM 3:59
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : June 30, 2003

ORDER TIME : 10:13 AM

ORDER NO. : 151893-005

CUSTOMER NO: 164228A

CUSTOMER: Steven P. Kushner, Esq
Steven P. Kushner, P.a.

Suite 202
1375 Jackson Street
Fort Myers, FL 33901

DOMESTIC FILING

NAME: MARKETPLACE AT METRO, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
MARKETPLACE AT METRO, LLC**

The undersigned-subscribing Member to these Articles of Organization hereby forms a Limited Liability Company under the laws of the State of Florida.

***ARTICLE I
NAME***

The name of this Limited Liability Company is: MARKETPLACE AT METRO, LLC

***ARTICLE II
DURATION AND COMMENCEMENT OF EXISTENCE***

The existence of the Limited Liability Company shall commence upon the date of execution hereof. The Limited Liability Company shall exist in perpetuity unless sooner terminated as provided herein.

***ARTICLE III
PURPOSE***

This Limited Liability Company is organized for the purposes of transacting any and all lawful business authorized for Limited Liability Companies organized in Florida.

***ARTICLE IV
ADDRESS***

The mailing address and street address of the Limited Liability Company's principal office is: 1574 Poinciana Avenue, Fort Myers, Florida 33901.

***ARTICLE V
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE***

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered agent and registered office, in the State of Florida.

1. The name of the Limited Liability Company is: Marketplace at Metro, LLC

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2. The name and street address of the registered agent and registered office is:

Steven P. Kushner, Esq.
1375 Jackson Street
Fort Myers, Florida 33901.

Having been named as registered agent 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Steven P. Kushner, Esq.

Date: 6-27-03

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JUN 30 2003
STATE
OFFICE, FLORIDA
PM 3:56

**ARTICLE VI
CAPITAL**

The minimum capital of the Limited Liability Company is Two Thousand and No/100ths Dollars (\$2,000.00) and shall be paid in cash or other property. Additional contributions may be required in accordance with the terms of the Operating Agreement of Marketplace at Metro, LLC.

**ARTICLE VII
ADMISSION OF NEW MEMBERS**

The admission of new Members shall be solely by majority vote (in interest) of the existing members.

**ARTICLE VIII
DISSOLUTION - WINDING UP - LIQUIDATION**

A. **Dissolution.** Subject to the terms of Subsection B below, the Limited Liability Company shall be dissolved on the happening of any of the following events:

1. Withdrawal (if allowed by the Operating Agreement of the Limited Liability Company), retirement, death, or bankruptcy of any Member.

2. Dissolution of any Member who is an entity.
3. Unanimous written agreement of the Members.

B. **Right to Continue Business.** Notwithstanding Subsection A above, the non-terminated Members ("Remaining Members") of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, despite the occurrence of any event which terminates the continued membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by written notice by any one or more of the Remaining Members (representing at least a majority of the interests in the Limited Liability Company) to the other Remaining Members within thirty (30) days of any event described in Subsection A. of this Article. This Subsection B shall not, however, allow for continuation of the Limited Liability Company if the number of Members at any time is less than one (1).

ARTICLE IX MANAGEMENT

The Limited Liability Company shall be managed by a committee comprised of the Members or their representatives whose respective names and addresses are:

Todd A. Blasena

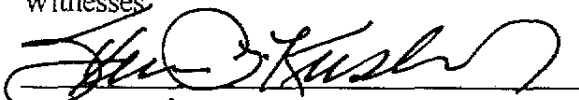
1574 Poinciana Avenue
Fort Myers, FL 33901


Stephanie Miller

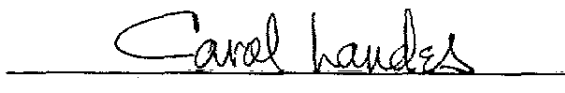
12651 McGregor Blvd., #4-403
Fort Myers, FL 33919

IN WITNESS WHEREOF, the undersigned-subscribing member has executed these Articles of Organization of MARKETPLACE AT METRO, LLC, effective this 21 day of June, 2003.

Witnesses


Steven P. Kushner


Todd A. Blasena


Carol Landes

Steven P. Kushner
Steven P. Kushner

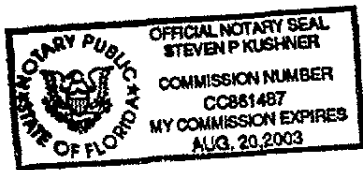
Stephanie Miller
Stephanie Miller

Carol Landes
Carol Landes

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STATE OF FLORIDA
COUNTY OF LEE

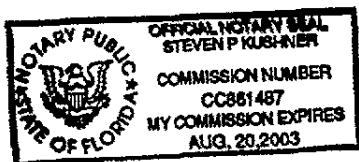
The foregoing Articles of Organization of MARKETPLACE AT METRO, LLC, was acknowledged before me this 27 day of June, 2003, by Todd A. Blasena. He is personally known [x] to me or has produced (not applicable) as identification and did did not take an oath.



Steven P. Kushner
Notary Public
Name: Steven P. Kushner
Serial No. _____
(SEAL)

STATE OF FLORIDA
COUNTY OF LEE

The foregoing Articles of Organization of MARKETPLACE AT METRO, LLC, was acknowledged before me this 27 day of June, 2003, by Stephanie Miller. She is personally known [x] to me or has produced (not applicable) as identification and did did not take an oath.



Steven P. Kushner
Notary Public
Name: Steven P. Kushner
Serial No. _____
(SEAL)

Notary Public