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DEPT. OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

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(City/State/Zip/Phone #)

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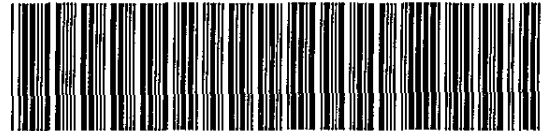
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AL

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CLERK OF COURT
JULY 21 2003
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Michael J. Ciccarone
A. Paul Mollé
Paul A. Ryan
David H. Harris
Dwayne D. Perser
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Board Certified Business Litigation
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July 17, 2003

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: The Shell Factory II, L.L.C.

Dear Sir or Madam:

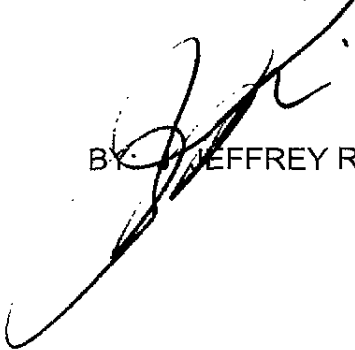
Enclosed herein please find the original and one copy of the Articles of Organization for the above-referenced Limited Liability Company. Please file the original and provide us with a certified copy.

Our firm check in the amount of \$ 155.00 is enclosed representing the \$ 100.00 filing fee for Articles of Organization, \$25.00 fee for Designation of Registered Agent, and \$30.00 for a certified copy.

Thank you for your assistance in this matter.

Very truly yours,

GOLDSTEIN, BUCKLEY, CECHMAN,
RICE & PURTZ, P.A.

BY  JEFFREY RICE

JJR:smd

Enclosures

ARTICLES OF ORGANIZATION
OF
THE SHELL FACTORY II, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby form a limited liability company under the laws of the State of Florida, with the power and authority to perform all acts legally permissible by a Florida limited liability company.

ARTICLE I

NAME: The name of this Limited Liability Company is THE SHELL FACTORY II, L.L.C.

ARTICLE II

The mailing address and the street address of the principal office of the Limited Liability Company is: 8359 Beacon Boulevard, Fort Myers, Florida 33907.

ARTICLE III

REGISTERED AGENT, REGISTERED OFFICE, AND REGISTERED AGENT'S SIGNATURE:

The name and Florida street address of the initial Registered Agent of this Limited Liability Company is THOMAS R. CRONIN, SR., 8359 Beacon Boulevard, Fort Myers, Florida 33907.

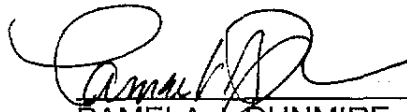
Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided for in Chapter 608, Florida Statutes.

ACCEPTED BY: 
THOMAS R. CRONIN, SR.

ARTICLE IV

FILED

MANAGEMENT: The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company. The initial manager of the Limited Liability Company shall be PAMELA J. DUNMIRE.


PAMELA J. DUNMIRE

ARTICLE V

MEMBERS: The initial member of the Limited Liability Company shall be:

PAMELA J. DUNMIRE
8359 Beacon Boulevard
Fort Myers, Florida 33907

ARTICLE VI

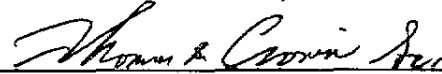
EFFECTIVE DATE: These Articles of Organization shall be effective upon approval by the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Organization, under the laws of the State of Florida, this 17th day of July, 2003.

THE SHELL FACTORY II, L.L.C.


Witness


Witness

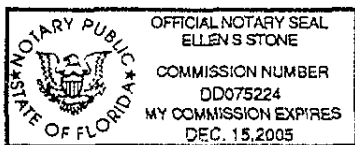
By: 
THOMAS R. CRONIN, JR. SR

STATE OF FLORIDA)
) §
COUNTY OF LEE)

FILED

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The foregoing instrument was acknowledged before me this 17th day of JULY, 2003 by THOMAS R. CRONIN, ~~SR.~~, who is personally known to me or who has produced _____ ((type of identification)).



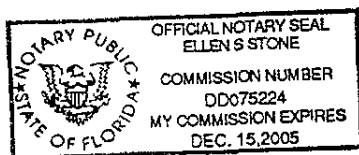
Ellen S. Stone
Notary Public
Print Name: _____
Commission No. _____

My Commission Expires: _____

(SEAL)

STATE OF FLORIDA)
) §
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 17th day of July, 2003 by PAMELA J. DUNMIRE, who is personally known to me or who has produced _____ ((type of identification)).



Ellen S. Stone
Notary Public
Print Name: _____
Commission No. _____

My Commission Expires: _____

(SEAL)