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-CAPITAL CONNECTION, INC.

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Preservation_	Poperties	Vero LLC.	EILED 1.22
			Art of Inc. File LTD Partnership File Foreign Corp. File L.C. File Fictitious Name File Trade/Service Mark Merger File Art. of Amend. File RA Resignation Dissolution / Withdrawal
			Annual Report / Reinstatement Cert. Copy Photo Copy Certificate of Good Standing Certificate of Status Certificate of Fictitious Name Corp Record Search Officer Search Fictitious Search
Signature Requested by: Name	Date Will Pick Up	\0:16 Time	Fictitious Owner Search Vehicle Search Driving Record UCC 1 or 3 File UCC 11 Search UCC 11 Retrieval

ARTICLES OF ORGANIZATION

FOR

PRESERVATION PROPERTIES VERO, L.L.C.

SEN I PARTY

1. ARTICLES OF ORGANIZATION.

ARTICLE I NAME

The name of the Limited Liability Company is as follows:

PRESERVATION PROPERTIES VERO, L.L.C.

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is as follows:

5089 North A-1-A, Vero Beach, Florida 32963.

ARTICLE III DURATION

The period of duration for the Limited Liability Company shall be perpetu

ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the members are as follows:

MICHAEL G. THORPE 5089 North A-1-A Vero Beach, Florida 32963; and

CONSE C. VECCHIO 5089 North A-1-A Vero Beach, Florida 32963.

ARTICLE V ADMISSION OF ADDITIONAL MEMBERS

The right to admit additional members and the terms and conditions of the admissions shall be determined, initially by the members; and if other members are admitted, then thereafter as follows:

All of the members named herein, unless they have been expelled or have filed bankruptcy or have withdrawn, retired, or died, shall collectively and only by unanimous consent agree to the admission of new members. Further restrictions on the admission of new members are set forth in a later executed agreement between the members.

ARTICLE VI MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company have the right 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

ARTICLE VII

This Limited Liability Company has been formed by the members for the purpose of purchasing, developing, selling, owning, leasing, mortgaging, or otherwise dealing in or disposing of real and personal property and for all other legal purposes to which the members may elect from time to time to put the said Limited Liability Company.

ARTICLE VIII AMENDMENTS

Amendments to these Articles of Organization shall be effected in accordance with Chapter 608, Florida Statutes.

ARTICLE IX GOVERNANCE AND OPERATION

This Limited Liability Company shall be governed by the members in

accordance with and shall operate according to a later executed agreement between the members.

IN WITNESS WHEREOF, the undersigned members have caused these presents to be executed on the date(s) set forth below.

MICHAEL G. THORRE

Date: August _____, 2003

CONSE C. VECCHIO

Date: August _____, 2003

2. CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/ REGISTERED OFFICE.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

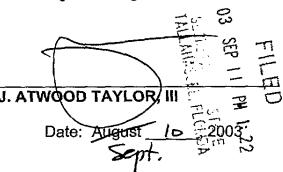
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: PRESERVATION PROPERTIES VERO, L.L.C.

2. The name and address of the Registered Agent and Office is as follows:

J. ATWOOD TAYLOR, III 5070 N. Highway A-1-A, Suite 200 Vero Beach, Florida 32963

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.



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