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# STRAYHORN & STRAYHORN, P.L.

A Professional Limited Liability Company 2125 First Street, Suite 200 • Fort Myers, Florida 33901

Guy M. Strayhorn (1889-1981) Norwood R. Strayhorn (1911-1982) Guy R. Strayhorn E. Bruce Strayhorn, P.L. Richard W. Pringle, P.A. Reply to: Richard W. Pringle P. O. Box 1545 Fort Myers, FL 33902-1545

Telephone: 239/332-4717 Facsimile: 239/332-4718

E-Mail: Richard@strayhornlaw.com

September 12, 2003

Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, Fl 32314

RE: Articles of Organization - 55 Acres Riverfront, L.L.C.

Dear Sir or Madam:

Enclosed you will find the Articles of Organization for 55 Acres Riverfront, L.L.C. along with at check in the amount of \$125.00 to cover the required filing fees. Please return the documents to Mgo Richard W. Pringle at P.O. Box 1545, Fort Myers, Fl 33902.

Thank you for your assistance. Feel free to contact me if you have any questions.

Sincerely,

Sherry Danford

Assistant to Richard W. Pringle

# ARTICLES OF ORGANIZATION

OF

# 55 ACRES RIVERFRONT, L.L.C.

The undersigned hereby forms an organization under Chapter 608 of the Laws of the State of Florida.

# ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this organization shall be:

# 55 ACRES RIVERFRONT, L.L.C.

The address of the principal office of this organization shall be 2260 Bay Street of Suite 11, Fort Myers, Fl 33901 and the mailing address of this organization shall be the same; however, this organization shall have the power and authority to establish branch offices at any other place or places as the members may designate.

# ARTICLE II. POWERS

This organization shall have all of the powers authorized by the laws of the State of Florida for limited liability companies, including, without limitation, the power to engage in any activity or business authorized under Florida Statutes.

# ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this organization shall be managed under the direction of the managing member of this organization. This article may be amended from time to time in the regulations of this organization by a unanimous vote of the members of this organization.

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# ARTICLE IV. MANAGEMENT

Initially, this organization shall be managed by Randy Nychyk, P.O. Box 367657, Bonita Springs, Florida, 34136, who shall serve until his successor is elected and qualified.

# ARTICLE V. SHARING OF INCOME AND EXPENSES

The net profits of the organization allocated/shared by each member and the capital contributions/expenses of the organization to be paid by each member, including the initial capital contribution of each member, shall be based on each member's percentage ownership/membership of this organization described as follows:

Member's Names	Percentage Ownership
RTN Holdings, Inc.	50%
Cracker Partnership II	25%
Timothy A. Lewis, Trustee for that Certain Trust dated 2/2/93	25%

## ARTICLE VI. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent.

Contributions required of new members shall be determined as of the time of admission to this organization.

A member's interest in this organization may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in this organization, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

# ARTICLE VII. REGISTERED AGENT

The street address of the initial registered agent's office of this organization shall be 2260 Bay Street, Suite 11, Fort Myers, Florida 33901 and the name of the initial registered agent of the organization at that address is Fred Burson.

# ARTICLE VIII. TERM OF EXISTENCE

This organization is to exist perpetually or until dissolved in a manner provided by law.

RTN HOLDINGS, INC.

RANDALL NYCHYK, PRESIDENT

Post Office Box 367657 Bonita Springs, Fl 34136

CRACKER PARTNERSHIP II

FRED BURSON, PARTNER

2260 Bay Street, Suite 11

Fort Myers, Fl 33901

TIMOTHY A. LEWIS, TRUSTEE FOR THAT CERTAIN TRUST DATED 2/2/93

2260 Bay Street, Suite 11

Fort Myers, Florida 33901

# ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION

FRED BURSON, an individual residing in the State of Florida, having an address of 2260 Bay Street, Suite 11, Fort Myers, Florida 33901 and having been designated as the registered agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of registered agent under Chapter 608, Florida Statutes.

FRED BURSON, Registered Agent

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