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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

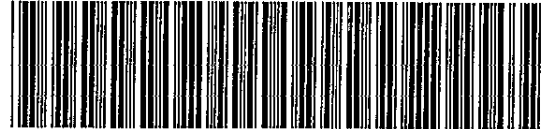
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**RANDELL L PRINCE
614 S. LOIS AVENUE
TAMPA, FL 33609
(813) 282 1056
rprince@bigplanet.com**

October 8, 2003

Florida Department of State
Division of Corporations
Attn: NEW FILINGS
409 E Gaines Street
Tallahassee, FL 32399

Re: WILLMACK PROPERTIES, LLC.

Ladies and Gentlemen:

Enclosed are the original and one copy of the Articles of Organization for the above-named proposed Florida Limited Liability Company, along with the Acceptance of Appointment as Registered Agent. Also enclosed is a check in the amount of \$125.00, representing payment of the following:

Filing Fee	\$100.00
Registered Agent Fee	\$ 25.00

Please file the enclosed Articles of Organization and furnish the undersigned with an acknowledgment letter once the Articles have been filed.

Thank you for your courtesies in this matter.

Sincerely,



Randell L. Prince

**ARTICLES OF ORGANIZATION
OF
WILLMACK PROPERTIES, LLC**

The undersigned, as the initial member of the above captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

ARTICLE I
NAME

The name of this limited liability company is WILLMACK PROPERTIES, LLC (the "Company") and its principal office and mailing address is 614 S. Lois Avenue, Tampa, Florida 33609.

ARTICLE II
EFFECTIVE DATE

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

ARTICLE III
PURPOSE OF ORGANIZATION

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company shall be 614 S. Lois Avenue, Tampa, Florida 33609, and the initial registered agent of the Company at such address is Randell L. Prince.

ARTICLE V
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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ARTICLE VI
INDEMNIFICATION

If the criteria set forth in Sec. 608.4363, *Florida Statutes*, or any successor statute, and the Company's Operating Agreement have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by Sec. 608.4363, *Florida Statutes*.


IN WITNESS WHEREOF, the undersigned initial member has executed these Articles of Organization this 8th day of October 2003.



Randell L. Prince, Initial Member


**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of Sec. 48.091 and 608.415, *Florida Statutes*, WILLMACK PROPERTIES, LLC desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates Randell L. Prince an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 614 S. Lois Avenue, Tampa, Florida 33609, the business of its Registered Agent, as its Registered Office.


Randell L. Prince, Initial Member

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named Company and agree to act as such in accordance with the provisions of Sec. 48.091 and 608.415, *Florida Statutes*.


Randell L. Prince