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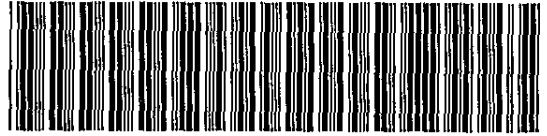
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RICHARD L. PEARSE, JR., P.A.
LAWYERS

RICHARD L. PEARSE, JR.
VERONICA KALAS McCONNELL

DEBRA A. BERGERON,
LEGAL ASSISTANT

1239 S. MYRTLE AVENUE
CLEARWATER, FLORIDA 33756-3469

TELEPHONE: (727) 462-9009
FAX: (727) 449-2205
E-MAIL: LAWYERS@PEARSE.NET

OF COUNSEL:
PIERRO & ASSOCIATES, LLC
ALBANY, NEW YORK
NEW YORK, NEW YORK
MEMBERS NOT ADMITTED
IN FLORIDA

October 29, 2003

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314-6327

Re: Articles of Organization of Gaeta Venture #2, L.L.C.

Gentlemen:

Enclosed please find for filing the original and one copy of Articles of Organization of the referenced Florida limited liability company.

Please return a certified copy of the Articles of Organization of the limited liability company.

Enclosed is our firm check in the amount of \$155.00 to cover the filing fee for the Articles of Organization and the certification fee for the requested certified record.

Thank you for your prompt attention to this matter.

Sincerely yours,



Richard L. Pearse, Jr.

RLP/hs
Enc.

ARTICLES OF ORGANIZATION OF GAETA VENTURE #2, L.L.C.

The undersigned hereby execute and acknowledge the following Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, §§608.401-608.703, Florida Statutes.

1. *Name.* The name of the limited liability company is GAETA VENTURE #2, L.L.C.
2. *Registered Office; Registered Agent.* The street address of the registered office in Florida is 1239 S. Myrtle Avenue, Clearwater, FL 33756-3469. The name of the registered agent at that address is Richard L. Pearse, Jr., who is a member of The Florida Bar.
3. *Mailing Address.* The mailing address of the company's principal place of business in Florida is 3394 Cerrito Court, Naples, FL 34109.
4. *Name and Address of Organizer.* The name and business address of the organizer of the limited liability company is:

Richard L. Pearse, Jr.
1239 S. Myrtle Avenue
Clearwater, FL 33756

The organizer is the authorized representative of the following members whose names and addresses are:

Calvin Gaeta
3394 Cerrito Court
Naples, FL 34109

Dolores Gaeta, as trustee
UTD 1/6/94 FBO Dolores
Gaeta, et al.
3394 Cerrito Court
Naples, FL 34109

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5. *Duration.* The period of duration of GAETA VENTURE #2, L.L.C., is perpetual.
6. *Form of Management.* The management of GAETA VENTURE #2, L.L.C., shall be vested pursuant to the Operating Agreement in managers. The managers initially shall be named in the Operating Agreement and shall thereafter be appointed by the members in accordance with the provisions of the Operating Agreement. The managers shall have the exclusive right to control and manage GAETA VENTURE #2, L.L.C. The members shall not take part in the management and control of GAETA VENTURE #2, L.L.C., and shall have no power to bind GAETA VENTURE #2, L.L.C.
7. *Purpose.* GAETA VENTURE #2, L.L.C., has been formed for the following purposes:
 - a. To engage in any activity or business authorized under Chapter 608, Fla. Stat. (2003).
 - b. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

c. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

d. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

e. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles or otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

f. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

8. *Right To Continue Business.* In the event of 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 GAETA VENTURE #2, L.L.C., the remaining members have the right under the operating agreement to continue the business of GAETA VENTURE #2, L.L.C.


9. *Tax Treatment.* GAETA VENTURE #2, L.L.C., is intended to be treated as a partnership for purposes of federal income taxation.

10. *Certificate of Membership.* A member's interest in GAETA VENTURE #2, L.L.C., may be evidenced by a certificate of membership interest issued by the limited liability company, which may be assigned or transferred. The right to assign or transfer a member's interest in GAETA VENTURE #2,

L.L.C., is limited by the provisions of any Buy-Sell Agreement among the members of the company which is noted or referred to on the certificate of membership interest.

11. *Capital and Additional Members.* Members shall not be required to make additional contributions to the capital of the company. Additional members shall be admitted upon the written consent of all the members. There are no preemptive rights on behalf of any Member.

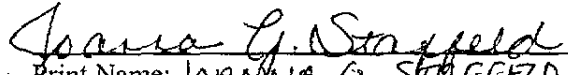
IN WITNESS WHEREOF, I have executed these articles on this October 28, 2003.



Richard L. Pearse, Jr., Organizer and
Authorized Representative of Members

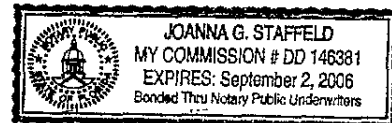
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this October 28th, 2003, by Richard L. Pearse, Jr., who was personally known to me or who produced the following evidence of his identity: _____



Print Name: JOANNA G. STAFFELD
NOTARY PUBLIC - STATE OF FLORIDA

My commission expires:



STATEMENT DESIGNATING REGISTERED AGENT
FOR
GAETA VENTURE #2, L.L.C.

STATE OF FLORIDA
COUNTY OF PINELLAS

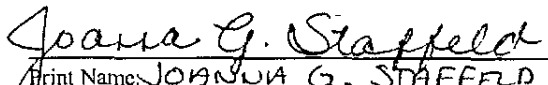
Pursuant to the provisions of §608.415 of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the limited liability company is GAETA VENTURE #2, L.L.C.
2. The name of the registered agent for GAETA VENTURE #2, L.L.C., is RICHARD L. PEARSE, JR., and the street address of the company's principal office where the agent is located is 1239 S. Myrtle Avenue, Clearwater, FL 33756.
3. This statement is to acknowledge that, as indicated above, GAETA VENTURE #2, L.L.C., has appointed me, RICHARD L. PEARSE, JR., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 28 day of October, 2003.


RICHARD L. PEARSE, JR.

The foregoing instrument was acknowledged, sworn to, and subscribe before me on this October 28, 2003, by RICHARD L. PEARSE, JR., who was personally known to me or who produced the following proof of his identity: Florida Driver License.


Print Name: JOANNA G. STAFFELD
NOTARY PUBLIC - STATE OF FLORIDA
My commission expires:

