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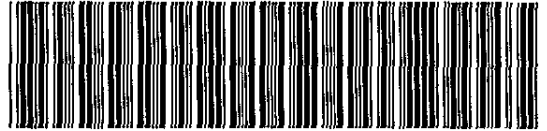
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TALLAHASSEE FLORIDA

BETTERTON & TYLER

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Venice, Florida 34285

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Greg A. Betterton
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Thomas C. Tyler, Jr.
Email Address:
TCT11221@ix.netcom.com

November 10, 2003

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

Re: Dissolution of Corporation under Section 607.1401
New LLC filing

To whom it may concern:

Enclosed is Articles of Dissolution for Harry W. Beeck, Inc. The dissolution date is to be November 10, 2003. This corporation has not commenced doing business and will not. I have also enclosed a check for the filing fee in the amount of \$35.00 made out to the Department of State.

Also enclosed are Articles of Organization for the new limited liability company that will be doing business as HARRY W. BEECK, LLC. I have enclosed a check in the amount of \$160.00 which includes:

Filing fee:	\$125.00
Certificate of Status	5.00
Certified Copy	30.00

Please file the Articles of Dissolution first, then file the Articles of Organization.

Sincerely,



Greg A. Betterton

GAB/sah
Enclosures: Articles of Dissolution
Articles of Organization
Two checks

ARTICLES OF ORGANIZATION
OF
HARRY W. BEECK, LLC
a Florida Limited Liability Company

FILED
03 NOV 14 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Limited Liability Company is HARRY W. BEECK, LLC (the "Company").

ARTICLE II
PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III
ADDRESS

The mailing and street address of the Company's principal place of business is 1275 S. Indies Circle, Venice, Florida 34285.

ARTICLE IV
DURATION

The Company's existence shall commence on the DATE OF FILING and shall continue until dissolved or until the occurrence of any one of the following events: the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the Company or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the existence and business of the Company is continued by consent of all remaining members.

**ARTICLE V
MANAGEMENT**

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

**ARTICLE VI
MEMBERS**

The names and addresses of the initial members are as follows:

HARRY W. BEECK
1275 S. Indies Circle
Venice, Florida 34285

**ARTICLE VII
ADMISSION OF NEW MEMBERS**

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

**ARTICLE VIII
PROFIT/LOSS ALLOCATION
AND MEMBER VOTING**

A. Profit/Loss Allocation. The profits and losses of the Company shall be allocated among the members in accordance with the Regulations of the Company.

B. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

**ARTICLE IX
ADOPTION OF REGULATIONS**

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

**ARTICLE X
AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles may be amended at any time by a resolution adopted by a unanimous vote of the members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

**ARTICLE XI
INITIAL ADDRESS OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of this limited liability company in the State of Florida is 981 Ridgewood Avenue, Suite 101, Venice, Florida 34285. The initial Registered Agent is designated as Greg A. Betterton.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 10th day of NOVEMBER, 2003.


Authorized Representative of
HARRY W. BEECK, LLC

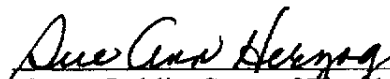
By: 
GREG A. BETTERTON

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 10th day of NOVEMBER, 2003, by GREG A. BETTERTON, as Authorized Representative of HARRY W. BEECK, LLC, who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

 Sue Ann Herzog
My Commission DD115971
Expires July 12, 2006


Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes and Article XI of these Articles of Organization, the undersigned Registered Agent does hereby state that he is familiar with, and accepts the obligations or his position as Registered Agent and designates as his location for service of process as:

Greg A. Betterton
981 Ridgewood Avenue, Suite 101
Venice, Florida 34285

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

Date: 11-10-2003

 (SEAL)

GREG A. BETTERTON