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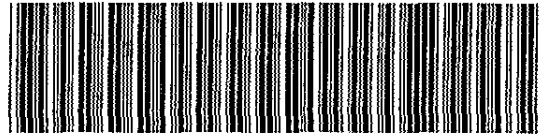
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LAW OFFICES
JOHNSON & KOEPEL, P.L.
27 SOUTH ORANGE AVENUE
SUITE TWO
SARASOTA, FLORIDA 34236

TELEPHONE
(941) 906-1480

FACSIMILE
(941) 906-1470

November 17, 2003

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

In Re: **APPLE AND CARPENTER, L.L.C.**


To Whom It May Concern:

We are enclosing Articles of Incorporation of **APPLE AND CARPENTER, L.L.C.**
and a check for \$125.00 for filing.

Please transmit the Certificate of Incorporation and certified copy of the Articles to the
undersigned at the above address in the enclosed FedEx return envelope.

Thank you.

Very truly yours,


JOHNSON & KOEPEL, P.L.

Robert M. Johnson

RMJ:jkh
Encl: Check \$125.00
Articles of Inc., in duplicate

VIA FED EX

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ARTICLES OF ORGANIZATION

OF

APPLE AND CARPENTER, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **APPLE AND CARPENTER, L.L.C.**, ("Company"). The mailing address and street address of the Company in Florida shall be **64 South Palm Avenue, Sarasota, Florida 34236.**

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to undertake all matters relating to fine arts and antiques and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is **DOUGLAS R. CARPENTER, 64 South Palm Avenue Sarasota, Florida 34236.**

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

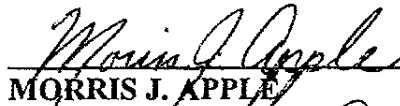
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ARTICLE VI - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the company are:

<u>Name</u>	<u>Address</u>
MORRIS J. APPLE	64 South Palm Avenue
DOUGLAS R. CARPENTER	64 South Palm Avenue

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Sarasota, Florida for the foregoing uses and purposes this 14th day of November, 2003.

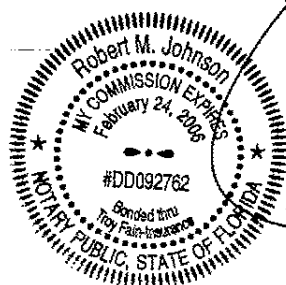

MORRIS J. APPLE

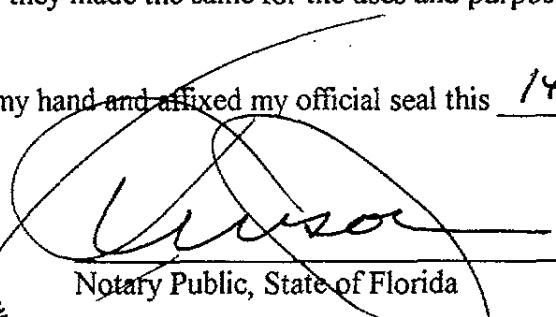

DOUGLAS R. CARPENTER

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared, **MORRIS J. APPLE** and **DOUGLAS R. CARPENTER**, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 14th day of November, 2003.




Notary Public, State of Florida

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **APPLE AND CARPENTER, L.L.C.**, as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.


DOUGLAS R. CARPENTER
Registered Agent

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