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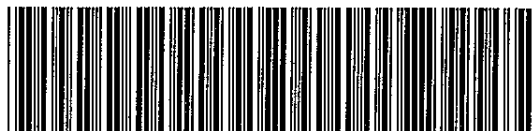
(Business Entity Name)

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Law Offices
WILLIAM H. GRACE, P.A.
2449 FIRST STREET
P.O. Box 2119
Fort Myers, Florida 33902

TELEPHONE
(239) 334-8851

FAX
(239) 334-7799

December 2, 2003

Registration Section
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Bluereef L.L.C.

Dear Sir:

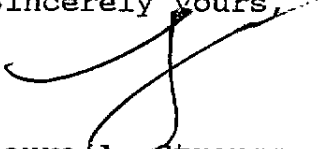
Enclosed please find an original and one copy of the Articles of Organization of Bluereef L.L.C. together with a check in the sum of \$160.00 representing the following:

Filing Fee	\$100.00
Certified Copy	\$ 30.00
Certificate of Status	\$ 5.00
Registered Agent Designation	\$ 25.00

Once the Articles have been approved and filed, please forward a certified copy and certificate of status to this office.

Thank you for your assistance in this matter.

Sincerely yours,


Laura A. Strauss
Legal Assistant

/las
Enclosures

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ARTICLES OF ORGANIZATION

OF

BLUEREEF L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability 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 BLUEREEF L.L.C. The principal place of business of the Company in Florida shall be 4790 Sweet Shady Drive, Sarasota, FL 34241.

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.

ARTICLE III
PURPOSES AND POWERS

The general purpose for which the Company is organized is to hold title to real property 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.

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ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is JOHN BATTLES, 4790 Sweet Shady Drive, Sarasota, FL 34241.

ARTICLE V
CAPITAL CONTRIBUTIONS

Each member shall make capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VI
ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of the 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 proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII
TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the

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remaining members, provided there are at least two remaining members.

ARTICLE VIII
MANAGEMENT

The Company shall be managed by a manager 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 name and address of the initial manager of the Company is JUSTIN BATTLES, 4205 Warbal Trail, Lowell, AR 72745.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 15 day of OCTOBER, 2003.


JUSTIN BATTLES

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STATE OF ARKANSAS

COUNTY OF

BEFORE ME personally appeared JUSTIN BATTLES, to me well known to be the organizer of the above limited liability company and who subscribed the above Articles of Organization, and 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.

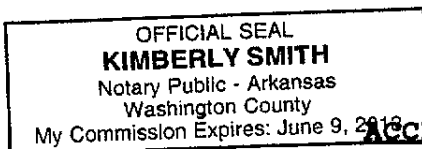
IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 15 day of October, 2003.

Kimberly A Smith
PRINT NAME OF NOTARY PUBLIC

Kimberly A Smith
NOTARY PUBLIC

My Commission Expires: June 9, 2013

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, JOHN BATTLES, being the person named in the Articles of ^{organization} ~~incorporation~~ of BLUEREEF L.L.C., as the registered agent of this limited liability company, hereby consents to her appointment as registered agent of the Company.

John Battles
JOHN BATTLES
Registered Agent