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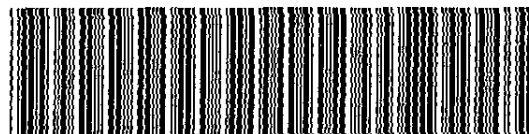
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DAVID K. OAKS, P.A.

ATTORNEY AT LAW

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December 23, 2003

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32399

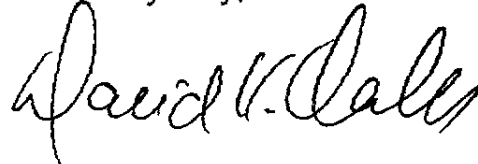
RE: SERIO LAND HOLDINGS, L.C.

Dear Sir

Enclosed please find an original and two copies of the Articles of Organization for SERIO LAND HOLDINGS, L.C. together with our check in the amount of \$125.00. Please forward the certified copy to the above address.

Thank you for your assistance in this matter.

Yours very truly,



David K. Oaks

DKO:js
Encl.
cc: client

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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION OF **SERIO LAND HOLDINGS, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **SERIO LAND HOLDINGS, L.C.**, and its principal office shall be located at 1188 Enterprise Drive, Port Charlotte, Florida 33953 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. 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.
3. 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

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so acquired.

4. 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.

5. 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 and 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.

6. 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. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any

business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by two (2) managers. The names and addresses of the persons who shall serve until the first annual meeting of members or until their successors are elected and qualified are as follows:

KENNETH SERIO 1188 Enterprise Drive Port Charlotte, FL 33953

PAT SERIO 1188 Enterprise Drive Port Charlotte, FL 33953

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ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On 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 the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$5,000.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII
PROFITS AND LOSSES

(a). Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows: ONE SHARE to **KENNETH SERIO** and **PAT SERIO**, Husband and Wife, as joint tenants by the entireties. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(b). Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII
DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 407 East Marion Avenue, Suite 101, City of Punta Gorda, County of Charlotte, State of Florida, and the name of the company's initial registered agent at that address is **DAVID K. OAKS, ESQ.**

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **SERIO LAND HOLDINGS, L. C.**

Executed by the undersigned at Punta Gorda, Florida on December 22nd, 2003.

Witnesses as to Serios:

Aduene Braten

Kenneth Serio
KENNETH SERIO

Kimberly Fornace

Pat Serio
PAT SERIO

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PUNTA GORDA, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

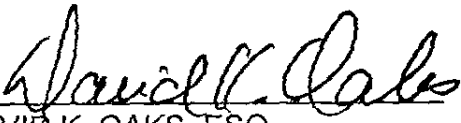
STATE OF FLORIDA
COUNTY OF CHARLOTTE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) 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:

The name of the limited liability company is SERIO LAND HOLDINGS, L.C.

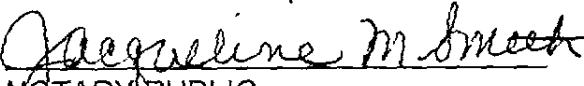
The name of the registered agent for SERIO LAND HOLDINGS L.C. is DAVID K.
OAKS, ESQ. and the street address where the agent is located is 407 East Marion
Avenue, Suite 101, Punta Gorda, FL 33950.

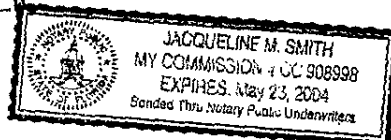
This statement is to acknowledge that, as indicated above, SERIO LAND
HOLDINGS, L.C. has appointed me, DAVID K. OAKS, ESQ., as its registered agent to
accept service of process for the company at the place designated above in this certificate.
I accept this appointment as registered agent and agree to 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.


DAVID K. OAKS, ESQ.
DAVID K. OAKS, P.A.
407 East Marion Avenue, Suite 101
Punta Gorda, FL 33950
(941) 639-7627
(941) 575-0242
Florida Bar No. 0301817

12-23-03
DATE

The foregoing instrument was acknowledged before me this 3rd day of July, 2003
by DAVID K. OAKS, agent on behalf of SERIO LAND HOLDINGS, L.C. He is personally
known to me or has produced a Florida Driver's license as identification.


NOTARY PUBLIC



DAVID K. OAKS, P.A.
407 EAST MARION AVENUE
SUITE 101
PUNTA GORDA, FL 33950
(941) 639-7627
FAX (941) 575-0242