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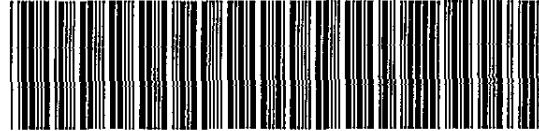
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 412606 8666A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 155.00

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ORDER DATE : January 27, 2004

ORDER TIME : 2:30 PM

ORDER NO. : 412606-005

CUSTOMER NO: 8666A

CUSTOMER: William A. Wares, Esq
William A. Wares, Esq

4407 Carrollwood Village Dr.

Tampa, FL 33624

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NAME: LINCOLN HILL, L.L.C.

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION

OF

LINCOLN HILL, L.L.C.

The undersigned does hereby execute these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the limited liability company shall be

LINCOLN HILL, L.L.C.

**ARTICLE II
PERIOD OF DURATION**

The period of duration of the limited liability company shall be from the date of filing until the first to occur of the following:

(a) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or

(b) Dissolution of the limited liability company by law or in accordance with the regulations adopted by the limited liability company.

**ARTICLE III
PURPOSES**

The initial purpose of the limited liability company is to engage in the business of purchasing and holding residential waterfront properties for investment purposes, and renting the same prior to their sale, but the limited liability company may engage in the transaction of any or

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all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE IV
STREET ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the limited liability company is 4407 Carrollwood Village Drive, Tampa, Florida 33624 and the mailing address of the limited liability company is 4407 Carrollwood Village Drive, Tampa, Florida 33624.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's initial registered office in Florida is 4407 Carrollwood Village Drive, Tampa, Florida 33624 and the name of its initial registered agent is William A. Wares. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE: VI
MANAGEMENT

All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by or under the direction of, the managers of the limited liability company. The Board of Managers shall consist of two (2) persons elected by a majority vote in interest of the members of the limited liability company. Each manager shall serve a term of the greater of (i) one year, or (ii) the period from his or her election until the election of his or her successor; provided, however, any manager may be removed with or without cause as provided in the Regulations of the limited liability company. The name and current address of the managers who are to serve until the first annual meeting of the members or until their successors are elected and qualify are as follows:

Gary S. Smuckler . 5517 Devon Road
Bethesda, Maryland 20814

James D. Wares 4809 Parklands Drive
Sylvania, Ohio 43560

ARTICLE VII
OWNERSHIP

All of the ownership interests of the limited liability company shall be owned by the members of the limited liability company. The name and current address of each initial member is as follows:

Gary S. Smuckler
5517 Devon Road
Bethesda, Maryland 20814

Suzanne Smuckler
5517 Devon Road
Bethesda, Maryland 20814

James D. Wares
4809 Parklands Drive
Sylvania, Ohio 43560

Carol Ann Wares
4809 Parklands Drive
Sylvania, Ohio 43560

ARTICLE VIII
CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall cease and the limited liability company shall be dissolved unless the business of the limited liability company is continued in accordance with the regulations.

ARTICLE IX
RESTRICTIONS ON MEMBERSHIP

No new members shall be admitted to the limited liability company except in accordance with the regulations. Contributions required of a new member shall be determined by the Board of Managers as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with regulations of the limited liability company.

ARTICLE X
REGULATIONS

The members of the limited liability company shall adopt regulations which shall also act as the operating agreement of the limited liability company pertaining to the regulation, management and affairs of the limited liability company, provided that such regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The regulations shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

ARTICLE XI
ACKNOWLEDGMENT

The undersigned, being one of the members of the limited liability company, does hereby certify that the foregoing constitutes the proposed Articles of Organization of LINCOLN HILL, L. L. C. These Articles of Organization may be amended from time to time in the manner now or hereafter prescribed in the regulations of the

limited liability company consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 26th day of January, 2003.


JAMES D. WARES
MEMBER

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of LINCOLN HILL, L. L. C., the undersigned accepts such an appointment, agrees to act in such capacity, and accepts the obligations imposed by Florida Statutes Section 608.415.

Executed this 27th day of January, 2004.


WILLIAM A. WARES