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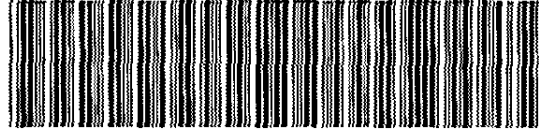
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TOLSON/ASST. SEC. GEN.

J. Ross Hagen
16601 Amazon Lane
Fort Myers, FL 33908
(239) 437-0072

February 7, 2004

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Registration of Down Island Ventures, LLC


Dear Sir or Madam,

Please find enclosed the following:

- 1) A check for \$130. (\$100 filing fee for Articles of Organization, \$25. for Designation of registered agent and \$5. for certificate of status);
- 2) Articles of Organization (two copies);
- 3) Designation of Registered Agent (two copies).

Please return the free letter of acknowledgment and the certificate of status to the above address.

Thank you,


J. Ross Hagen
Managing Member

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
TALLAHASSEE

ARTICLES OF ORGANIZATION OF DOWN ISLAND VENTURES, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of Florida, provided 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 this limited liability company to.

ARTICLE I: NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this limited liability Company shall be DOWN ISLAND VENTURES, LLC (hereinafter "DOWN ISLAND"), and its principal office shall be located at 16601 Amazon Lane, Fort Myers, Lee County, Florida 33908

ARTICLE II: POWERS AND PURPOSES

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

1. To engage in any activity or business authorized under the Fla. Statutes.
2. To carry on all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any all things set forth in these Articles to the same extent as a natural person might do.
3. To purchase or acquire, undertake, carry on, improve, or develop, any or all of the business, goodwill, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which DOWN ISLAND is authorized carry on, pursuant to the provisions of these Articles; and to hold, utilize and in any manner dispose of the rights and property 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 governmental authority, 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 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, individual, or other entity, and 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 laws 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 these purposes, or the attainment of any these objects, or the furtherance of any of the power set forth in these Articles, providing the same shall not be inconsistent with laws of Florida.

The several clauses contained in this statement of the general nature of the business to be transacted shall be construed as both purposes and powers of DOWN ISLAND, 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 DOWN ISLAND to carry on any business, exercise any power, or do any act which a limited liability may not lawfully do under Florida laws.

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 company shall be managed under the direction of the members of this limited liability company. This Article may be amended in the regulations of the limited liability company by unanimous vote of the members of the limited liability company.

ARTICLE IV: MEMBERS AND MANAGING MEMBER

The member of DOWN ISLAND is J. Ross Hagen, of 16601 Amazon Lane, Fort Myers, FL 33908. The managing member of this member-managed limited liability company is J. Ross Hagen, 16601 Amazon Lane, Fort Myers, Florida 33908.

ARTICLE V: MEMBERSHIP RESTRICTIONS

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

A member's interest in this limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members, subject to Article I, Section 2 of the Operating Agreement.

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 DOWN ISLAND, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI: CAPITAL CONTRIBUTIONS

J. Ross Hagen has contributed and pledges to contribute his substantial time and effort to the ongoing running and managing of this business enterprise, together with formation and initial startup costs, the sum of which are deemed a capital contribution valued at \$1,000. Additional contributions will be made as required for other

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TALLAHASSEE, FLORIDA

purposes, as determined by consent of the members.

ARTICLE VII: PROFITS AND LOSSES

(a) Profit-sharing: The member shall be entitled to the net profits arising from the operation of DOWN ISLAND that remain after the payment of expenses of conducting the business of DOWN ISLAND. Each member shall be entitled to the distributive share of the profits based upon his capital contributions. The distributive share of the profits shall be determined and paid to the members on such payment date as determined by the unanimous consent of the members.

(b) Losses: All losses that occur in the operation of the DOWN ISLAND's business shall be paid out of the capital of DOWN ISLAND and the profits of the business, or, if resources are insufficient to cover such losses, by additional capital contributions by the members, if approved pursuant to Article II of the Operating Agreement.

ARTICLE VIII: DURATION


This limited liability company shall exist until dissolved in the 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 16601 Amazon Lane, Fort Myers, Lee County, Florida, 33908, and the name of the DOWN ISLAND's initial registered agent at that address is J. Ross Hagen.

The undersigned, being the managing member, certifies that this instrument constitutes the proposed Articles of Incorporation of DOWN ISLAND VENTURES, LLC

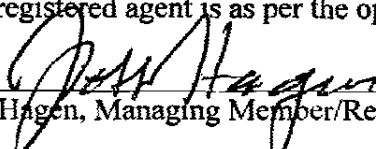
Executed by the undersigned at Fort Myers, Florida on February ____, 2004.



J. Ross Hagen, Managing Member
DOWN ISLAND VENTURES, LLC

REGISTERED AGENT FOR LIMITED LIABILITY COMPANY

1. The name of the LLC is DOWN ISLAND VENTURES, LLC, a Florida LLC.
2. The mailing address of the LLC is 16601 Amazon Lane, Fort Myers, Florida 33908.
3. Date of filing/registration is February 7, 2004.
4. The name of the registered agent and office is: J. Ross Hagen, 16601 Amazon Lane, Fort Myers, Florida 33908.
5. The street address and the business address of the LLC are identical. The address and registered agent is as per the operating agreement of the LLC.


J. Ross Hagen, Managing Member/Register Agent

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with all statutes relative to the proper, complete performance of my duties and am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Fla. Stat.


J. Ross Hagen, Registered Agent

SECOND AIR C. MAIL
TALLAHASSEE, FLORIDA

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