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MARCO ISLAND, FL 34145
(239) 642-0252
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March 11, 2004

VIA AIRBORNE EXPRESS

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

RE: Marco Acres, LLC

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Organization and Designation of Registered Agent/Registered Office to be filed relative to the captioned entity. I am also enclosing a check in the amount of \$125.00 representing the filing fee.

Please provide the undersigned with a time-stamped copy of the Articles and Employer Identification No. at your convenience.

Very truly yours,

Jeffrey H. Friedman

JHF:lkf
Enclosure

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S:\JHF\MARCO\MARCO ACRES\MARCO ACRES LLC - ARTICLES

**ARTICLES OF ORGANIZATION FOR
MARCO ACRES, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I

The name of the Limited Liability Company is Marco Acres, L.L.C.

ARTICLE II

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE III

The mailing address and street address of the principal office of the Limited Liability Company is 751 Giralda Ct., Marco Island, Florida 34145.

ARTICLE IV

The street address of the initial registered office of this Limited Liability Company is 751 Giralda Ct., Marco Island, Florida 34145 and the name of the initial Resident Agent is MICHAEL DUBEY.

ARTICLE V

Additional members may be admitted and the terms and conditions of the admissions shall be that each member consents, in writing, to the admission of the additional member.

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ARTICLE VI

The remaining members of the limited liability company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other relevant which terminates the continued membership of a member in the limited liability company upon unanimous consent of the remaining members.

ARTICLE VII

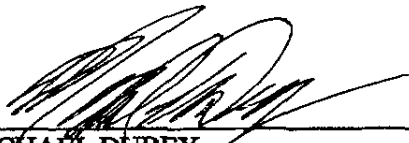
The Limited Liability Company is to be managed by Managers. The name and address of the Managers which will serve as said Managers are:

MICHAEL DUBEY
751 Giralda Ct.
Marco Island, FL 34145

JEFFREY H. FRIEDMAN
1141 Swallow Avenue
Building 4 - Penthouse
Marco Island, FL 34145

JOSEPH C. DOMIANO
1370 Ontario Street - 6th Floor
Cleveland, Ohio 44113

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MICHAEL DUBEY
Manager, Member


JEFFREY H. FRIEDMAN
Manager, Member


JOSEPH C. DOMIANO
Manager, Member

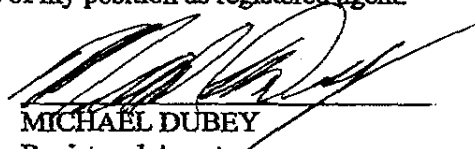
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Marco Acres, L.L.C.
2. The name and address of the registered agent and office is:

MICHAEL DUBEY
751 Giralda Ct.
Marco Island, FL 34145

Having been named as the registered agent and to accept service of process for the above stated Limited liability Company at the place designated in the certificate, I hereby accept the 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 am familiar with and accept the obligations of my position as registered agent.


MICHAEL DUBEY
Registered Agent

DATE: FEB 18, 2004

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