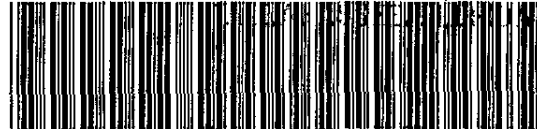


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2004 MAR 22 P 12: 01

SECRETARY OF STATE



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Barb

BUBLEY & BUBLEY, P.A.
ATTORNEYS AT LAW

Daniel B. Bubley*

Martin A. Bubley*

*Also admitted to practice in Illinois

FILED

Northdale Executive Center
3820 Northdale Blvd., Suite 312
Tampa, Florida 33624
Telephone (813) 963-7735
Facsimile (813) 963-7832

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Additional Offices:
Chicago, Illinois

March 19, 2004

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: **WEBSTER BROTHERS, LLC**

This letter will indicate our intent to file the Articles of Organization on behalf of **WEBSTER BROTHERS, LLC** to form a limited liability company. In this regard, please find enclosed the following:

1. The original and one copy of the Articles of Organization of **WEBSTER BROTHERS, LLC**
2. A check made payable to the Department of State in the amount of \$155.00 according to the applicable fee schedule.
 - a. \$100.00 for filing fee
 - b. \$25.00 for Designation of Registered Agent fee
 - c. \$30.00 for certified copy fee

The address where filing acknowledgment, certified copies and related documents should be sent is:

Martin A. Bubley
Bubley & Bubley, P.A.
3820 Northdale Blvd.
Suite 312
Tampa, Florida 33624

Thank you in advance for your anticipated cooperation.

Very truly yours,

BUBLEY & BUBLEY, P.A.


MARTIN A. BUBLEY

MAB/ck
Enclosures

ARTICLES OF ORGANIZATION

OF

WEBSTER BROTHERS, LLC

FILED

2004 MAR 22 P 12: 01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned organizers hereby execute and acknowledge these Articles of Organization for the purpose of forming a limited liability company under and by virtue of the laws of the State of Florida as contained in the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of this limited liability company shall be **WEBSTER BROTHERS, LLC**. This limited liability company shall hereinafter be referred to as the "Company".

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Company shall be **19203 Eastbrook Drive, Odessa, Florida 33556**. The mailing address of the Company shall be **19203 Eastbrook Drive, Odessa, Florida 33556**. The Company may relocate its principal office and place of business at any other place as the Members may from time to time deem advisable.

ARTICLE III - DURATION

The existence of this Company shall commence on filing of these Articles of Organization by the Department of State, and the period of its duration and existence shall thereafter be **perpetual**, unless the Company is earlier dissolved in a manner provided by law in accordance with the Florida Limited Liability Company Act or by regulations adopted by the Members of the Company.

ARTICLE IV - BUSINESS, PURPOSE AND POWERS

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The general nature of the business to be transacted by the Company, or the objects and purposes of the Company, shall be as follows:

- (a) to engage in, conduct and carry on the business of **urban real estate development**, and to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith; and
- (b) in general, to engage in and transact any and all lawful business, acts or activities for which limited liability companies may be organized according to the laws of the State of Florida.

The Company may exercise all powers, rights and privileges conferred on limited liability companies pursuant to the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Company shall be located at **19203 Eastbrook Drive, Odessa, Florida 33556**. The name of the initial registered agent of the Company at such office shall be **NATE WEBSTER**. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law. The Consent to Appointment of the Registered Agent is included with these Articles of Organization.

ARTICLE VI - CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or upon occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall not cease and the Company shall not be dissolved unless the business of the Company is terminated by consent or agreement of the remaining Members pursuant to the terms of the Operating Agreement. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a Member, all contracts executed by such Member in an individual or representative capacity shall survive and shall inure to the benefit of the Company.

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ARTICLE VII - MANAGEMENT

The business of the Company shall be conducted **under the management of its Members** who shall have exclusive authority to act for the Company in all matters. The management shall be vested in the Members in proportion to the then owned percentage or other interest of Members in the profits of the Company owned by all of the Members. The names and addresses of the initial Members of the Company are as follows:

NATE WEBSTER
19203 Eastbrook Drive
Odessa, Florida 33556

ERIC WELLS
19203 Eastbrook Drive
Odessa, Florida 33556

ARTICLE VIII - INITIAL OFFICERS

The initial officers of the Company shall consist of President, Vice President, Treasurer and Secretary, and the following persons shall hold the offices in the Company until their successor are elected or appointed and have qualified, to wit:

* President	-	NATE WEBSTER
* Vice President	-	ERIC WELLS
* Treasurer	-	ERIC WELLS
* Secretary	-	ERIC WELLS

ARTICLE IX - RESTRICTIONS ON MEMBERSHIP

The Members reserve the right to admit additional members to the Company at such times and on such terms and conditions in accordance with the terms of the Operating Agreement. Contributions required of new members shall be determined as of the time of their admission to the Company. A member's interest in the Company may not be

sold or otherwise transferred except in accordance with the terms of the Operating Agreement. Additional restrictions or conditions on membership may be set forth in regulations adopted by the Members.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X - OPERATING AGREEMENT

The Members of the Company shall adopt an Operating Agreement which shall act as the operating agreement of the Members pertaining to the regulation, management and affairs of the Company, provided that such Operating Agreement shall not be inconsistent with the Articles of Organization or with the laws of the State of Florida. The Operating Agreement shall be repealed or amended from time to time only by the Members of the Company, in the manner now or hereafter prescribed by the laws of the State of Florida.

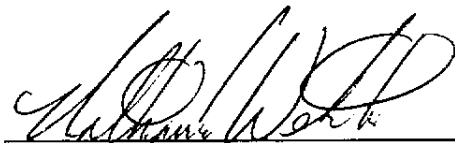
ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

The Company reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the Members of the Company herein are subject to this reservation.

ACKNOWLEDGMENT

IN WITNESS WHEREOF, the undersigned organizers of **WEBSTER BROTHERS, LLC**, acknowledge that they are Members of the Company, and that they have caused to be prepared and have signed the foregoing Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida, and that the statements contained therein are, to the best of their knowledge and belief, true, correct and complete.

DATED this 19 day of MARCH, 2004.



NATE WEBSTER
Organizer and Member



ERIC WELLS
Organizer and Member

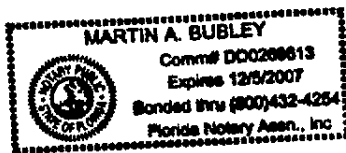
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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

2004 MAR 22 P 12: 01

THIS IS TO CERTIFY that on this date the 19 day of MARCH, 2004, before me, ~~SECRETARY OF STATE~~
a notary public, personally appeared **NATE WEBSTER**, who I am satisfied is the person
named as organizer and executor of the foregoing Articles of Organization, or has
provided FL Drivers License as identification, and who by his
respective signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal
on the date given above.

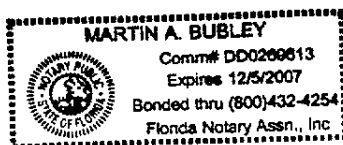


Martin A. Bubley
Notary Public

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

THIS IS TO CERTIFY that on this date the 19 day of MARCH, 2004, before me,
a notary public, personally appeared **ERIC WELLS**, who I am satisfied is the person
named as organizer and executor of the foregoing Articles of Organization, or has
provided FL Drivers License as identification, and who by his
respective signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal
on the date given above.



Martin A. Bubley
Notary Public

This instrument prepared by:
BUBLEY & BUBLEY, P.A.
Northdale Executive Center
3820 Northdale Blvd.
Suite 312
Tampa, Florida 33624
(813) 963-7735

CONSENT TO APPOINTMENT
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS of Section 608.415, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida.

1. The name of the limited liability company is:

WEBSTER BROTHERS, LLC

2. The name and address of the registered agent and office are:

NATE WEBSTER
19203 Eastbrook Drive
Odessa, Florida 33556

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


NATE WEBSTER

DATE

March 19, 2004