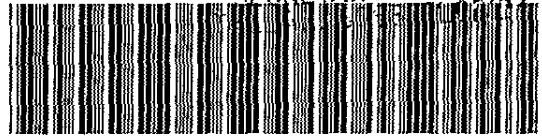


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SECRETARY OF STATE



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1105 Cape Coral Parkway East, Suite C
Cape Coral, Florida 33904
Tel.: (239) 540-7007; Telefax (239) 540-2154
e-mail: darrin.schutt@schuttlaw.com

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Darrin R. Schutt *

Keith R. Macy

Ernest A. Seemann
of Counsel

* Admitted in Fl. & Ga.

March 19, 2004

Secretary of State
Division of Corporations
Records Section
P.O. Box 6327
Tallahassee, Florida 32314

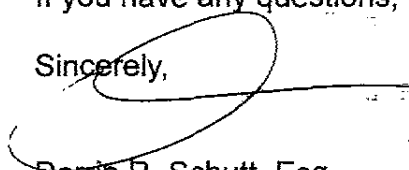
RE: **NORTH CAPE ACQUISITIONS, L.L.C.**
Articles of Organization

Dear Sir or Madam:

Please find enclosed the Articles of Organization for **NORTH CAPE ACQUISITIONS, L.L.C.**, with our check of \$155.00. If everything is in order, please file the enclosed and return a certified copy of the filed articles to our office.

If you have any questions, please do not hesitate to call.

Sincerely,


Darrin R. Schutt, Esq.

Enclosures

**ARTICLES OF ORGANIZATION OF
NORTH CAPE ACQUISITIONS, L.L.C.**

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be: NORTH CAPE ACQUISITIONS, L.L.C.

**ARTICLE II
PURPOSE**

This Limited Liability Company is created for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida or of the United States of America, as may be agreed upon by the members.

**ARTICLE III
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business and mailing address of this Limited Liability Company shall be 2301 Del Prado Boulevard, Suite 100, Cape Coral, Florida 33990, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be Darrin R. Schutt, Esq., Suite C, 1105 Cape Coral Parkway East, Cape Coral, Florida 33904.

**ARTICLE IV
MANAGEMENT OF BUSINESS**

This Limited Liability Company is to be managed by one or more members, such that the company is to be a member-managed company. The initial managing members are:

Jose Baserva
2301 Del Prado Boulevard
Suite 100
Cape Coral, Florida 33990

Thomas W. Hill
1318 Lafayette Street
Cape Coral, Florida 33904

**ARTICLE V
REGULATIONS**

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this company.

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**ARTICLE VI
PROPERTY**

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Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made in the name of this Limited Liability Company.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VII
DISTRIBUTION OF EARNINGS**

The members of the Company shall have the sole discretion whether to issue earnings or retain the same, either in whole or in part. The members shall not be required to provide a reason for the determination to retain such earnings.

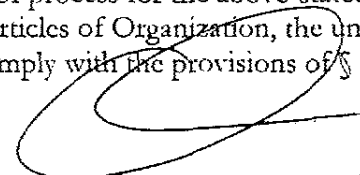
IN WITNESS WHEREOF, the Authorized Agent of the Members has executed these Articles of Organization on this 19th day of March, 2004 and acknowledges that in accordance with §608.408(3), Florida Statutes, that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Darrin R. Schutt, Esq., Authorized Agent
for Thomas W. Hill and Jose Baserva

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Limited Liability Company at the place designated within the Articles of Organization, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of § 608.415, Florida Statutes.



Darrin R. Schutt, Esq.