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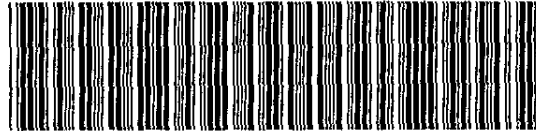
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JENNIFER E. MURPHY, ESQ.
12619 CATAMARAN PLACE
TAMPA, FLORIDA 33618-8705
PH: (813) 966-7638
FAX: (813) 960-9128

March 31, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

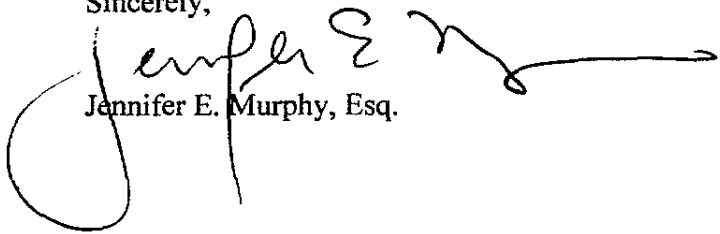
RE: LOCAL PROPERTIES, LLC

Dear Sir/Madam:

Enclosed are an original and two copies of the Articles of Organization for **Local Properties, LLC**, along with my check in the amount of \$160.00 for the filing fees, a certified copy of the Articles and a Certificate of Status. Please file the enclosed Articles at your earliest convenience and mail the certified copy and Certificate of Status to Jennifer E. Murphy, Esq., 12619 Catamaran Place, Tampa, Florida 33618.

If you have any questions or comments, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,


Jennifer E. Murphy, Esq.

Encl.

cc: Mr. Carl J. Hebert

ARTICLES OF ORGANIZATION
OF
LOCAL PROPERTIES, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Company shall be: **LOCAL PROPERTIES, LLC**

ARTICLE II
ADDRESS AND PLACE OF BUSINESS

The mailing and street address for the Company's principal office is 12916 Oak Shadow Place, Tampa, Florida 33624.

ARTICLE III
PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV
GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act").

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10:12

**ARTICLE V
MANAGEMENT**

All powers of the Company shall be exercised by or under the authority of the members, and, except as otherwise provided in the operating agreement of the Company, if any (the "Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of the members.

**ARTICLE VI
RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in the Operating Agreement or other agreement adopted by the members.

**ARTICLE VII
OPERATING AGREEMENT**

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

**ARTICLE VIII
RIGHT TO CONTINUE BUSINESS**

Upon 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 the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

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**ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is 12619 Oak Shadow Place, Tampa, Florida 33624, and the name of its initial registered agent is Carl J. Hebert. The 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 X
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of **LOCAL PROPERTIES, LLC**. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Operating Agreement of the Company, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 31 day of March, 2004.



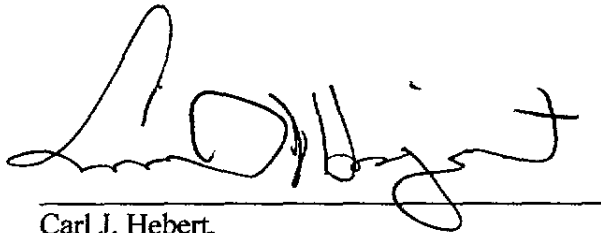
Carl J. Hebert,
Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

04 APR -2 AM 10 42
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

Having been appointed the registered agent of **LOCAL PROPERTIES, LLC**, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 31 day of March, 2004.



Carl J. Hebert,
Registered Agent