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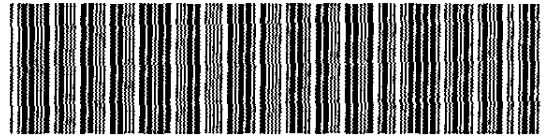
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W04-33843  
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To Whom It May Concern:

From: John S. Shields

Re: Articles of Organization – M. Simon Investments, L.L.C.

Date: April 26, 2004

I am requesting the filing of the Articles of Organization for M. Simon Investments, L.L.C. Our address...

20175 Buttermere Court  
Estero, FL 33928

(239) 992-9282

Thanks,  
John

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TALLAHASSEE, FLORIDA  
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**ARTICLES OF ORGANIZATION  
OF  
M. SIMON INVESTMENTS, L.L.C.**

**ARTICLE I - NAME AND ADDRESS**

The name of this Limited Liability Company shall be M. SIMON INVESTMENTS, L.L.C. (the "Company"). The mailing address and street address of the principal office of the Company is 20175 Buttermere Court, Estero, Florida 33928.

**ARTICLE II - DURATION**

The Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company, or as provided by law, or as provided by the Company's Operating Agreement.

**ARTICLE III - DESIGNATION OF REGISTERED AGENT**

The name and address of the registered agent and office of the Company shall be John S. Shields, 20175 Buttermere Court, Estero, Florida 33928.

**ARTICLE IV - THE MEMBERS**

The members of the Company (hereafter the "Members") shall be:

John S. Shields;  
James C. Shields and LaNell A. Shields, husband and wife;  
Marcus R. Browning and Sarah J. Browning, husband and wife;  
Alan C. Wallace and Judith L. Wallace, Trustees of the Alan C. Wallace and  
Judith C. Wallace Revocable Living Trust dated March 28, 2003;  
V. Dale McElwee, Trustee of the V. Dale McElwee Trust dated September 16, 1980;  
Sara A. McElwee, Trustee of the Sara A. McElwee Trust dated March 12, 2002

**ARTICLE V - MANAGEMENT OF COMPANY BUSINESS**

The Company's day to day business will be managed by one of its members, John S. Shields, as Managing Member, and the company is, therefore, a manager managed company.

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#### **ARTICLE VI - ADDITIONAL MEMBERS**

The Members may admit additional members upon Certificate of Membership signed by all the existing Members.

#### **ARTICLE VII - LIMITATIONS ON MEMBERS**

The Members shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other Members of the Company without first obtaining the prior written consent of all Members of the Company. Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

#### **ARTICLE VIII - RIGHT TO CONTINUE BUSINESS OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Member or Members shall have the right to continue the business of the Company in accordance with the terms and conditions of the Company's Operating Agreement.

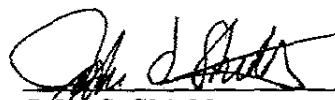
#### **ARTICLE IX - TAX ELECTION**

The Company shall file as a partnership for Federal and State income tax purposes.

#### **ARTICLE X - AMENDMENTS**

These Articles may be amended from time to time by the written consent of all Members of the Company.

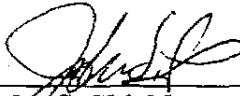
WITNESS, the hand of the undersigned authorized representative of the Managing Member and the Company this 22nd day of April, 2004.

  
\_\_\_\_\_  
John S. Shields

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for M. SIMON INVESTMENTS, L.L.C., at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.

  
\_\_\_\_\_  
John S. Shields

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