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SECRETARY OF STATE TALLAHASSEE, FURTHER

Larry Bosworth Capital Land Enterprises, LLC 8401 9th St. N., Suite 350 St. Petersburg, FL 33702

May 1, 2004

Secretary of State Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Capital Land Enterprises, L.L.C.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Organization, together with a check in the amount of \$155.00. This represents the cost of the Filing Fees, Certified Copy of Articles of Organization and Fee for Registered Agent Designation for the above-named organization.

Very truly yours,

Larry Besworth

Capital Land Enterprises, LLC

Enclosures

ARTICLES OF ORGANIZATION

of

CAPITAL LAND ENTERPRISES, LLC

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I - ORGANIZATION NAME

The name of the organization is Capital Land Enterprises, LLC

ARTICLE II - DURATION

The limited liability company shall exist perpetually unless dissolved and Florida law.

ARTICLE III - PURPOSE

The limited liability company is organized for the purpose of engaging if any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV – ORGANIZATION OFFICE

The organization's principal office address shall be as follows:

8401 9th St. N., Suite 350 St. Petersburg, FL 33702

The organization's mailing address shall be as follows:

8401 9th St. N., Suite 350 St. Petersburg, FL 33702

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT & REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the Initial Registered Office and Agent of this Organization is:

Daniel J. Chechele 5625 Central Avenue St. Petersburg, FL 33710

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 as provided for in Chapter 608. F.S.

Daniel J. Chechele

ARTICLE VI - MANAGERS

This organization shall have two (2) managers initially. The number of managers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial managers of the organization are as follows:

Larry Bosworth 8401 9th St. N., Suite 350 St. Petersburg, FL 33702

Gary Lee Radcliff 11780 92nd St. N. Largo, FL 33773

ARTICLE VII - SIGNER

The name and address of the person signing these Articles of Organization is as follows:

Larry Bosworth 8401 9th St. N., Suite 350 St. Petersburg, FL 33702

ARTICLE VIII - MANAGEMENT

The Limited Liability Company is to be managed by one or more managers who are also members and is, therefore, a member - managed company.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Organization this 19 day of May, 2004.

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Larry Bosworth, known to me to be the person who executed the foregoing Articles of Organization, and who acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 1940 day of May, 2004.

Notary Public, State of Florida at Large

My Commission Expires:

