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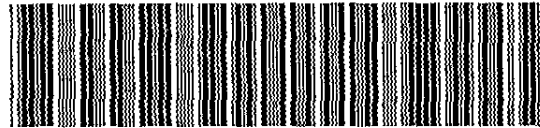
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 803409 120708A

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 155.00

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ORDER DATE : July 14, 2004

ORDER TIME : 11:03 AM

ORDER NO. : 803409-005

CUSTOMER NO: 120708A

CUSTOMER: Ronald W. Ritchie, Esq
Ronald W. Ritchie, P.a.

Suite 4
5129 Castello Drive
Naples, FL 34103

DOMESTIC FILING

NAME: R.J. VICTOR BUILDING, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

R. J. VICTOR BUILDING, LLC, A FLORIDA LIMITED LIABILITY COMPANY

=====

ARTICLE I

NAME

The name of this limited liability company is R. J. VICTOR BUILDING, LLC, referred to in these Articles of Organization as the "Company."

ARTICLE II

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of the Company is 360 12th Avenue South, Naples, Florida 34102. The Company's registered agent is Ronald P. Victor, whose address is 360 12th Street South, Naples, Florida 34102.

ARTICLE III

DURATION

Unless affirmatively dissolved, the Company shall have perpetual duration.

ARTICLE IV

ORGANIZER

The organizer of the Company is Ronald P. Victor, a natural person at least eighteen (18) years old.

ARTICLE V

PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

ARTICLE VI

MANAGEMENT BY MANAGING MEMBER

Section 6.01 Designation of Managing Member

(a) Managing Member. The Company will be managed by a managing member, who shall be Ronald P. Victor, whose address is 360 12th Street South, Naples, Florida 34102. The above named managing member shall serve until the next scheduled annual elections of the Company.

(b) Removal. The member(s) may remove a managing member, without having to possess, state, or prove cause, by

(i) a vote of members holding 100 percent of the voting power of all membership interests, or

(ii) written consent of members holding 100 percent of the voting power of all membership interests.

The removal of a managing member without stating or proving cause does not bar a later claim that the managing member engaged in misconduct while a managing member.

(c) Resignation. A managing member may resign by providing written notice to all members, using the means of notice stated in the Company's operating agreement for giving notice to members. If the operating agreement does not specify a means of giving notice, the managing member must give notice by a means sufficient under the laws of the State of Florida. The resignation shall take effect ten (10) days after the date the managing member gives notice to all members, or at a later date stated in the notice of resignation.

(d) Interim Management. Once the resignation of a managing member is effective or the members remove a managing member, the Company will be managed by the remaining members until a replacement managing member is chosen with the majority consent of the members.

(e) Replacement Managing Member. The members will elect a replacement managing member at a properly scheduled meeting of the members. The vote of members holding a majority of the voting power of all membership interests is necessary to elect a replacement managing member. In the case of the removal of a managing member under Section 6.01(b)(i), the same meeting that votes removal may also elect a replacement managing member. Once elected, the replacement managing member will have all of the powers and duties of the initial managing member.

Section 6.02 Authority of the Managing Member

Managing Member's Operational Authority. The managing member has authority, in the name, and on behalf, of the Company to sign and deliver all contracts, agreements, leases, notes, mortgages and other documents and instruments which are necessary, appropriate or convenient for the conduct of the Company's business and the furtherance of its purposes. The signature of the above named managing member is required to bind the Company. This provision does not alter or waive any duty that a managing member may have to the Company concerning a managing member's exercise of management authority.

Section 6.03 Nonliability of Managing Member for Acts or Omissions in Official Capacity

The managing member is released from liability for damages and other monetary relief to the full extent permitted by the laws of the State of Florida.

Section 6.04 No Authority of Members

Except as authorized by a managing member, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company.

ARTICLE VII

IDENTIFICATION OF MANAGING MEMBER

The name and address of the managing member of the Company are:

RONALD P. VICTOR
360 12TH STREET SOUTH
NAPLES, FLORIDA 34102

ARTICLE VIII
CONTRIBUTIONS

The member(s) in the aggregate have contributed to the Company \$1,000.00 in cash.

ARTICLE IX
ADMISSION OF NEW MEMBERS

The Company may admit new members only upon the unanimous written consent of all members as provided in the Company's operating agreement.

ARTICLE X
DISSOLUTION

**Section 10.01 Dissolution and Dissolution Avoidance Following the
Dissociation of a Member**

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 10.01(b), the Company must have at least one remaining member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

ARTICLE XI
DISTRIBUTIONS

Section 11.01 Interim Distributions

The Company may make interim distributions of property to its members as agreed to by all of the members.

Section 11.02 Winding-Up Distributions

The Company may make winding-up distributions of property to its members as agreed by all of the members.

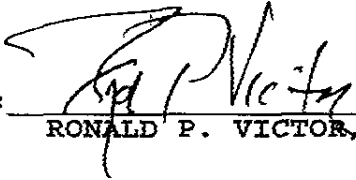
ARTICLE XII

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 13 day of July, 2004.

By: _____


RONALD P. VICTOR, Organizer

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this
_____ day of July, 2004, by RONALD P. VICTOR, who is personally
known to me (or has produced his Florida Driver's License No.
_____ as identification) and who
did/did not take an oath.

(S E A L)

NOTARY PUBLIC

Print Name - _____

Commission Number - _____

My Commission Expires: _____

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 and 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent in the State of Florida

1. The name of the limited liability company is R. J. VICTOR BUILDING, LLC.

2. The name and address of the registered agent and principal/registered office is:

Ronald P. Victor
360 12th Street South
Naples, Florida 34102

* * * *

ACKNOWLEDGMENT AND ACCEPTANCE

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.

DATED this 13 day of July, 2004.


RONALD P. VICTOR, Registered Agent