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JOSEPH A. SIMPSON
ROBERT P. HENDERSON
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MICHAEL D. RANDOLPH

July 21, 2004

*BOARD CERTIFIED-REAL ESTATE

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

RE: ACGW HOLDINGS, LLC

To Whom It May Concern:

Enclosed please find original and copy of Articles of Organization and Statement Designating Resident Agent for filing, along with our check in the amount of \$125.00 to cover said filing fees. We await return of confirmation of filing. Thanking you in advance for your help, I remain

Very truly yours,


Robert P. Henderson

:sb
Enclosures

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ARTICLES OF ORGANIZATION
OF
ACGW HOLDINGS, LLC

The undersigned certifies that he hereby has created these Articles of Organization for ACGW HOLDINGS, LLC, for the purpose of becoming a limited liability company under the laws of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The following Articles shall serve as the charter and authority to conduct a limited liability company.

ARTICLE I

Name and Principal Place of Business: The name of the limited liability company shall be ACGW HOLDINGS, LLC, and its principal office and mailing address shall be at 13567 Brynwood Lane, City of Fort Myers, County of Lee, State of Florida, but it shall have the power and authority to establish branch offices, and any other place or places as its members or member may designate.

ARTICLE II

Powers and Purpose: In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact shall include as follows:

1. To engage in any activity or business authorized under Florida Statutes.
2. In general, to carry on any and all incidental business or businesses; to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business or businesses, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To own, hold, control, manage, sell, lease, or otherwise deal in purchase of sale or development for management of real property.

7. To engage in any real estate or property management business or enterprise.

8. To do everything necessary, proper, Advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

Exercise of Powers: All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of its Manager. This Article may be amended from time

to time as set forth in the Operating Agreement of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

Management. The management of this limited liability company is reserved to its Manager. The member who shall manage this company as Manager, and whose name and address is as follows is: MICHAEL DIRK ATHERTON, 13567 Brynwood Lane, Fort Myers, Florida 33912.

The manner of selection of the Manager, his or her compensation, or removal, shall be set forth in the Operating Agreement. The Manager shall be a member of the limited liability company.

This Article may be amended from time to time by a unanimous vote of the voting members.

ARTICLE V

Membership Restrictions: The members shall have the right to admit new members to this limited liability company upon the unanimous consent of the existing members. Contribution required of any new member shall be determined as of the time of admission to the limited liability company. In the event of more than one member of the limited liability company, a members interest in the limited liability company may not be sold or otherwise transferred, except in the case of death, in which case the membership may be transferred pursuant to Will or by intestate succession, except with the unanimous written consent of all of the members of the limited liability company. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership

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TALLAHASSEE, FLORIDA

of a member in this limited liability company, the remaining member or members shall have the right to continue the business.

The provisions for the dissolution of this limited liability company shall be specified in the Operating Agreement.

ARTICLE VI

Member Classes: This limited liability company shall have two classes of members: The voting members and equity members. No person or entity may be a voting member unless that person or entity is also an equity member. The voting interest of members may be different than that of their equitable interest.

1. Voting members. All voting rights as may be set out in these Articles of Organization, as set out in the Operating Agreement, or as set out in Chapter 608, Florida Statutes, unless otherwise specifically set out in the Operating Agreement, or specifically prohibited, shall be exercised by voting members, with each member voting such share or interest as the member holds as a voting member.

2. Equity members. Equity members shall each contribute in proportion to their respective equitable membership share. Equity members shall share in the profits or losses of this limited liability company in proportion to their equitable membership share. Upon dissolution and winding up of the affairs of this limited liability company, equity members shall take, after such credits, debits, or adjustments as may be specified in the Operating Agreement, or as required by law, in proportion to their respective equitable membership share. For the purpose of any Buy-Sell Agreement among the members, or between the members and the company, the value of the ownership interest shall be in proportion to the member's equitable membership interest.

ARTICLE VII

Capital Contributions: The initial Capital contribution to this limited liability company shall be in the amount of \$ 420,000.00, and shall be paid to the limited liability company by its equitable member. Such contribution may be made in the form of cash, personal, or real property. Additional contributions may be required from time to time from the equity members for investment purposes, as determined by the Operating Agreement. Equity members shall make contributions in proportion to their ownership interest of and in this limited liability company.

ARTICLE VIII

Profits and Losses:

A. Profit Sharing. The equity members shall be entitled to the net profits arising from the operation of the limited liability company that remains after the payment of the expenses of conducting the business of the limited liability company. Each equity member shall be entitled to his, her, or its distributive share of the profits, to be paid, held, or distributed as set out in the Operating Agreement, and which distributive share shall, unless otherwise agreed or as may be specified in the Operating Agreement, be in the same proportion as the equity ownership interest in or of this limited liability company. The distributive share of profits shall be determined at least annually.

B. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company, and any profits of the business undistributed.

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ARTICLE IX

Duration: This limited liability company shall come into existence upon the filing of these Articles of Organization with the Office of the Secretary of State of the State of Florida, and shall exist in perpetuity, or until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

ARTICLE X

Initial Registered Office and Registered Agent: The address of the initial registered office of the limited liability company is 13567 Brynwood Lane, Fort Myers, Florida 33912, and the name of the company's initial Registered Agent at that address is MICHAEL DIRK ATHERTON. The name and address of the registered office and agent may from time to time be changed as provided by law.

IN WITNESS WHEREOF, the undersigned being the original member of this limited liability company, certifies that this instrument constitutes the Articles of Organization of ACGW HOLDINGS, LLC, executed by the undersigned at Fort Myers, Lee County, Florida, on the 20th day of July, 2004.



MICHAEL DIRK ATHERTON

STATEMENT DESIGNATING RESIDENT AGENT
AND OFFICE OF
ACGW HOLDINGS, LLC

Pursuant to the provisions of Chapter 608, of the Florida Limited Liability Company Act, the Limited Liability Company, ACGW HOLDINGS, LLC, identified below, submits the following statement and designation of its registered office and Registered Agent in the State of Florida.

The name of the Limited Liability Company is ACGW HOLDINGS, LLC. The name of the Registered Agent for ACGW HOLDINGS, LLC, is MICHAEL DIRK ATHERTON. The street address of the company's principal office where its agent is located is 13567 Brynwood Lane, Fort Myers, Florida 33912.

This statement is to acknowledge that, as indicated above, ACGW HOLDINGS, LLC, has appointed me, MICHAEL DIRK ATHERTON, as its Registered Agent to accept service of process for the company at the place designated above.


I ACCEPT this 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 20th day of July, 2004.



MICHAEL DIRK ATHERTON

For and on behalf of ACGW HOLDINGS,
LLC



MICHAEL DIRK ATHERTON
Registered Agent

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OFFICE OF
TALAMON & ASSOCIATES, P.A.
TALAMON & ASSOCIATES, P.A.

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STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 20th day of July, 2004, by MICHAEL DIRK ATHERTON, on behalf of ACGW HOLDINGS, LLC, a Limited Liability Company, and he personally is known to me.

Susan Brownie
Notary Public
My Commission Expires:



Susan Brownie
Commission # DD 068547
Expires Dec. 2, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

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