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5/19/2004

Registration Section Division of Corporations PO Box 6327 Tallahassee, FL 32314

RE: Articles of Organization for Paradise Home Watchers, L.L.C.

Dear Clerk:

Enclosed please find the Articles of Organization for the above mentioned company and a check for one hundred thirty dollars (\$130.00) to cover the filing fee, registered agent fee, and a Certificate of Status.

If there are any problems, please call as soon as possible.

Thank you for your assistance in this matter.

Very Truly Yours,

John W. Mileff, Esq.

AVARD LAW OFFICES, P.A.

Mailing Address

PO Box 101110 . Cape Coral, Florida . 33910

(239) 945-0808

(800) 814-0808

CAROL AVARD LICENSED IN FL & MA

Fax: (239) 945-3332

DOUGLAS D MOHNEY LICENSED IN FL & MI

July 13, 2004

<u>IOHN W MILEFF</u> LICENSED IN FL

Florida Dept. of State Division of Corporations PO Box 6327

INA RESNIKOFF LICENSED IN MA

Tallahassee, FL 32314

C. ROBERT LINNE PhD

ATTN: Ms. Diane Cushing, Document Specialist

MAIN OFFICE

4814 VINCENNES STREET CAPE CORAL, FL.

RE: Paradise Home Watchers, L.L.C.

Letter Number: 804A00037251

SATELLITE OFFICES

13575 58TR STREET N SUITE 200 CLEARWATER, FL

Dear Ms. Cushing:

Enclosed please find corrected articles for the above referenced company:

Please call if there are any further problems. Thank you for you diligence in this matter.

1100 FIFTH AVENUES SUITE 201 NAPLES, FL

13186 N CLEVELANG AVE FORT MYERS, FL

1777 TAMIAMI TRAIL SUITE 304 PORT CHARLOTTE, FL

1133 FOURTH STREET 2ND FLOOR SARASOTA, FL

550 NORTH REO STREET

John W. Mileff

Very Truly Yours,

SUITE 360 TAMPA, FL

MASSACHUSETTS OFFICE INA RESNIKOFF

100 CUMMINGS CENTER SUITE 207P REVERLY, MA 61915 (800) 114-0568

(781) 599-6500 LYNN, MA

(978) 741-4001 SALEM, MA

JWM/bbs



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

May 27, 2004

JOHN W. MILEFF, ESQ. 4811 SW 8TH PLACE, SUITE 103 CAPE CORAL, FL 33914

SUBJECT: PARADISE HOME WATCHERS, L.L.C.

Ref. Number: W04000020753

We have received your document for PARADISE HOME WATCHERS, L.L.C. and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have included information within your articles that is intended for a corporation. A Limited Liability Company is not a corporation. You can not use the word corporation, incorporators, directors, officers or any mention to the value of a unit. Please see the attached form that has all the required information that we will need to file as a limited liability company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing Document Specialist

Letter Number: 804A00037251

ARTICLES OF ORGANIZATION OF PARADISE HOME WATCHERS, A LIMITED LIABILITY COMPANY

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this company is PARADISE HOME WATCHERS, L.L.C. and its principal place of business shall be located at 208 SE 30TH TERRACE, CAPE CORAL, FLORIDA 33904.

ARTICLE II - DURATION

This company shall have perpetual existence commencing on the date of this filing of these Articles of Organization with the Department of State.

ARTICLE III - PURPOSE

This company is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CORPORATE UNITS

This company is authorized to issue one million (1,000,000) units of common units which shall be designated as "Common Units," and shall have one (1) vote per unit, and five hundred thousand (500,000) units of preferred units which shall be designated "Preferred Units." Voting rights for Preferred Units shall be designated in the Operational Agreement.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every unitholder, upon the sale for cash of any new units of this company shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional units) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company is 208 SE 30th Terrace, Cape Coral, Florida 33904, and the name of the initial registered agent of this company at that address is Sylvia J. Mills.

ARTICLE VII - MANAGERS

Initially, this company shall have two (2) Managers who shall serve until their successors shall be elected / appointed at the first meeting of the unitholders and thereafter this company shall have no less than one (1) Manager. The number of Managers may be either increased or decreased from time to time by the Operational Agreement. The names and addresses of the initial Managers are as follows:

Name	Address		<u></u>	
Joan E. DiBattista	1130 NW 18th Terrace			
	Cape Coral, FL 33993	100	S S	
Sylvia J. Mills	208 SE 30 th Terrace	瓷		T
	Cape Coral, FL 33904	Yada Yada	23	
	T-3	T	1 * 2	

The company shall indemnify any Manager, or any former Manager, to the full extent permitted by law. No Manager shall be personally liable for monetary damages to the company or any other person for any statement, vote, decision, or failure to act, regarding company management or policy, unless that Manager breached or failed to perform his duties as a Manager as provided by Florida Statutes.

ARTICLE IX - AMENDMENT

This company reserves the right to amend or repeal any provision contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the unitholders is subject to this reservation. Articles may be amended at any time by a majority vote of the unitholders.

IN WITNESS WHEREOF, the undersigned managers have executed these Articles of Organization on the date of signing.

Dated: (2004

Printed Name: Joan E. DiBattista

Manager

Printed Name: Sylvia J. Mills

' Manager

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Florida Statutes, the following is submitted:

First, that PARADISE HOME WATCHERS, L.L.C. desiring to organize or qualify under the laws of the State of Florida, has named Sylvia J. Mills, located at 208 SE 30th Terrace, Cape Coral, Florida 33904, as its agent to accept service of process within Florida.

Dated: July 6 2004

Printed Name: Joan E. DiBattista

Mahager Fig.

Printed Dame: Sylvia J. M. Manager

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated company, at the place designated in this certificate, I hereby 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: (.

Printed Name: Sylvia J. Mil

Registered Agent