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**MICHAEL L. BREWER**  
**Attorney at Law**  
500 Canal Street, New Smyrna Beach, Florida 32168  
(386) 423-5504

Telecopier: (386) 423-8370

July 7, 2004

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: PTR Holdings, L.C.  
PTR Wetlands Bank, L.C.

W04-27522

Dear Sir or Madam:


Please find enclosed (2) originals and two (2) copies of Articles of Organization regarding the above referenced limited liability corporations. Also enclosed is a check made payable to the Secretary of State in the amount of Three Hundred Ten (\$310.00) Dollars for the following:

|  |                 |
|--|-----------------|
| 1. Filing Fee (\$100 each)                     | \$200.00        |
| 2. Designation of Registered Agent (\$25 each) | \$ 50.00        |
| 3. Certified copy (\$30 each)                  | <u>\$ 60.00</u> |
| Total  | \$310.00        |

After filing the originals, please certify the copies and return same to the undersigned in the envelope provided for your convenience.

Should you have any questions, please feel free to call.

Sincerely,

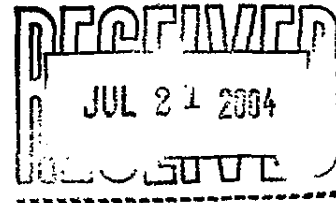
  
Michael L. Brewer, Esq.

MLB/mlv  
Enclosure

MAILED  
DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State



July 19, 2004

MICHAEL L. BREWER, ESQ.  
ATTORNEY AT LAW  
500 CANAL STREET  
NEW SMYRNA BEACH, FL 32168

SUBJECT: PTR WETLANDS BANK, L.C.  
Ref. Number: W04000027522

06 AUG -5 PM 3:48  
DIVISION OF CORPORATIONS

We have received your document for PTR WETLANDS BANK, L.C. and your check(s) totaling \$310.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and approval letter to the Division of Corporations for filing.

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) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 304A00045608

**MICHAEL L. BREWER**

*Attorney at Law*

*500 Canal Street, New Smyrna Beach, Florida 32168  
(386) 423-5504*

*Telecopier: (386) 423-8370*

August 4, 2004

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

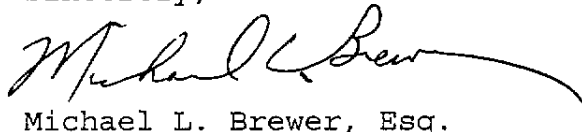
RE: PTR WETLANDS PRESERVE, L.C.  
Reference Number W04000027522

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization for the above referenced limited liability company. Previously Articles of Organization were filed and the fees paid for PTR WETLANDS BANK, L.C. However, the document was rejected for approval by the Office of Financial Institutions for use of the term "Bank". Therefore, my client has decided to change the name to PTR Wetlands Preserve, L.C. A copy of your letter dated July 19, 2004 showing the fees paid is enclosed for your reference.

After filing the original, please certify the copy and return same to the undersigned in the envelope provided for your convenience. Should you have any questions, please feel free to call.

Sincerely,

  
Michael L. Brewer, Esq.

MLB/mlv  
Enclosure

04 AUG -6 PM 3:48  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE

ARTICLES OF ORGANIZATION  
OF  
PTR WETLANDS PRESERVE, L.C.

The undersigned authorized representative of the members, hereinafter named, certifies that the members have associated themselves together for the purpose of becoming a limited liability company pursuant to the laws of the State of Florida (Ch. 608, Florida Statutes), which provide for the formation, rights, privileges and immunities of limited liability companies for profit. The members further declare that the following Articles shall be the Charter and authority for the conduct of business of this limited liability company.

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ARTICLE I

NAME

The name of this limited liability company is, and shall be, PTR WETLANDS PRESERVE, L.C. and its principal place of business shall be in Palm Beach County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

DURATION

The period of duration of this limited liability company shall be perpetual, unless unanimously agreed otherwise by the members.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The principal office and mailing address of this limited liability company shall be located at 7301A West Palmetto Park Road, Suite 104C, Boca Raton, Florida 33433.

ARTICLE IV

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this limited liability company is 7301A West Palmetto Park Road, Suite 104C, Boca Raton, Florida 33433, and the name of its initial registered agent is JOSEPH L. LUNSFORD.

ARTICLE V

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Capital contributions required of new members shall be determined as of the time of their admission to this limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with the Operating Agreement and new members will be admitted to membership only with the unanimous consent of all members.

Upon the death, retirement, resignation, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to

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Boca Raton, Florida  
10:48 AM

continue the business upon unanimous consent of such remaining members.

#### ARTICLE VI

##### PURPOSE

The purposes for which this limited liability company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. This limited liability company shall have all of the powers vested by law in limited liability companies organized and existing pursuant to such laws.

#### ARTICLE VII

##### CAPITAL CONTRIBUTIONS

Capital contributions in the initial aggregate amount of Three Thousand (\$3,000.00) Dollars cash shall be paid by the members, as hereinafter defined, of this limited liability company in the percentages specified as follows:

| <u>Name and Address</u>   | <u>Total Capital Contribution</u> | <u>Percentage</u> |
|---|-----------------------------------|-------------------|
| JOSEPH L. LUNSFORD, as<br>Trustee of the JOSEPH L.<br>LUNSFORD TRUST U/A/D<br>MARCH 24, 1994 ("Joseph<br>L. Lunsford, Trustee")<br>7301A West Palmetto Park Road<br>Suite 104C<br>Boca Raton, Florida 33433 | \$1,000.00                        | 33 1/3%           |
| EDWIN C. LUNSFORD, JR., as<br>Trustee of the EDWIN C. LUNSFORD,<br>JR., TRUST U/A/D MAY 2, 1986<br>("Edwin C. Lunsford, Jr., Trustee")<br>121 Via Capri<br>New Smyrna Beach, Florida 32169                  | \$1,000.00                        | 33 1/3%           |

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NORTHERN TRUST BANK OF  
FLORIDA, N.A., as Trustee of the \$1,000.00 33 1/3%  
WILLIAM L. LUNSFORD TRUST  
U/A/D October 18, 1991  
("Northern Trust Bank, Trustee")  
700 Brickell Avenue  
Miami, Florida 33131

Totals 100%

ARTICLE VIII  
PROFIT AND LOSSES

The members shall be entitled to share in profits and losses arising from operation of the limited liability company business in proportion to their contributions of capital and in accordance with the cash basis of accounting used to prepare the Federal Form 1065. Distributions of net profits, or allocation of net operating losses, may be as set forth in a Members' Agreement unanimously adopted and accepted by the members.

ARTICLE IX  
MANAGEMENT

This limited liability company shall be managed and its powers exercised by a managing member to be elected from time to time by the members. JOSEPH L. LUNSFORD, TRUSTEE, whose address is 7301A West Palmetto Park Road, Suite 104C, Boca Raton, Florida 33433, is hereby designated initial managing member to serve as manager until the first annual meeting of members, or until his successor is elected and qualified. The managing member herein designated, and his successors, shall have all of the powers enumerated in Section 608.404, Florida Statutes, including, but not limited to the power

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SECTION OF CORPORATIONS

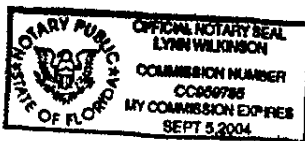


to borrow money and pledge company assets.

The undersigned hereby certifies that he is the duly authorized representative of all members hereinabove named of the limited liability company, and that the foregoing constitutes the Articles of Organization of PTR WETLANDS PRESERVE, L.C.

Executed by the undersigned at Boca Raton, Palm Beach County, Florida, on the 28 day of July, 2004.

JOSEPH L. LUNSFORD, TRUSTEE  
EDWIN C. LUNSFORD, JR., TRUSTEE and  
NORTHERN TRUST BANK, TRUSTEE



*Lynn S. Wilkinson*

By:

*Joseph L. Lunsford*  
JOSEPH L. LUNSFORD

Authorized Representative  
Pursuant to Section 608.407,  
Florida Statutes

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

*Joseph L. Lunsford*  
JOSEPH L. LUNSFORD

DATE: July 28 '04

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