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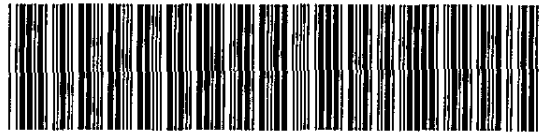
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 859937 80856A

AUTHORIZATION : *Patricia Piquito*

COST LIMIT : \$ 155.00

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ORDER DATE : August 24, 2004

ORDER TIME : 11:05 AM

ORDER NO. : 859937-005

CUSTOMER NO: 80856A

CUSTOMER: Harry O. Hendry, Esq
The Hendry Law Firm, P.a.

2242 Main Street

Fort Myers, FL 33901

DOMESTIC FILING

NAME: MATLACHA HOLDINGS, L.L.C.

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: _____

ARTICLES OF ORGANIZATION
OF
MATLACHA HOLDINGS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Matlacha Holdings, L.L.C. ("The Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 2258 Dixie Lee Court, St. James, FL 33956.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent is: JAY R. JOHNSON, 2258 Dixie Lee Court, St. James, FL 33956.

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 the 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 Florida Statutes.


Jay R. Johnson

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII – INITIAL MEMBERS/ADMISSION OF NEW MEMBERS

The initial members of the limited liability company are: JAY R. JOHNSON, MARY H. JOHNSON and EQUITY TRUST COMPANY CUSTODIAN FBO ROY HENDRY IRA.

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

VIII – CONTINUITY

The members will have the right to continue the company upon the death, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any event which terminates the continued membership of a member in the company (collectively "withdrawal") as long as there is a remaining member, and the remaining member or members, agree to continue the company by unanimous written consent after the withdrawal of a member.

ARTICLE IX – TERMINATION OF EXISTENCE

The limited liability company shall be dissolved at any time there are no members, provided, that if an individual who is a member dies, the member's personal representative may exercise all of the member's rights for the purpose of settling the members estate; including any power the member had to give an assignee the right to become a member.


ARTICLE X – MANAGEMENT

The management of the limited liability company shall be managed by the members provided that they may appoint a manager who need not be a member of the company by unanimous agreement. The joint members of the limited liability company shall have full power and authority by majority vote to conduct the business of the company, including without limitation, the power and authority to sell, convey, encumber, manage, deal with and otherwise dispose of both real and personal property, enter into contracts of any nature on behalf of the company, and open and close bank accounts as the authorized signer for the company. The address of the initial manager is 2258 Dixie Lee Court, St. James, FL 33956.

XI - LIABILITY OF MEMBERS

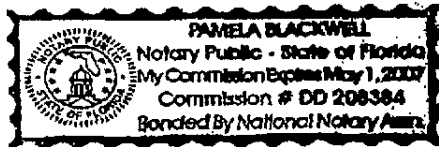
Members and Managers of the limited liability company are not personally liable under a judgment, decree, or order of a court or in any other manner, for a debt obligation or liability of the company.

IN WITNESS WHEREOF, the undersigned organizer(s) have made and subscribed these articles of organization at Fort Myers, Florida, on this 20 day of Aug., 2004.


Jay R. Johnson

STATE OF FLORIDA
COUNTY OF LEE

Sworn to and subscribed before me this 20 day of August, 2004,
by JAY R. JOHNSON, who is personally known to me or who produced
_____ as identification.



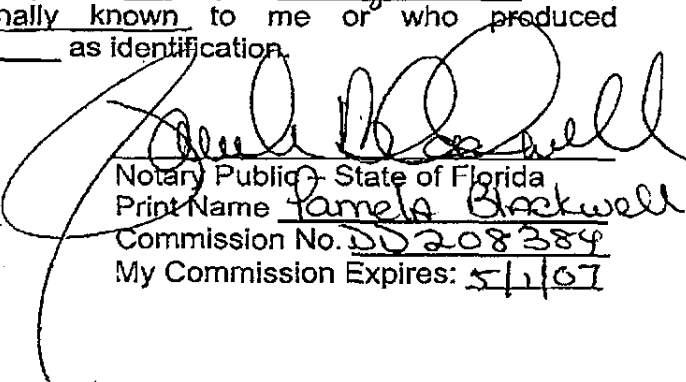

Notary Public - State of Florida
Print Name Pamela Blackwell
Commission No. DD 208384
My Commission Expires: 5/1/07

EXHIBIT "A"

Member

Contribution

Jay R. Johnson

\$10.00