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TALLAHASSEE, FLORIDA

J. BRYAN SEP 10 2004

LAW OFFICE
REX E. MOULE, P. A.
601 E. STRAWBRIDGE AVENUE
MELBOURNE, FLORIDA 32901

PRACTICE LIMITED TO:
WILLS, TRUSTS AND ESTATES
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September 7, 2004

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: The Nadolny Family II LLC

Dear Sir/Madam:

I am enclosing the following documents for filing:

1. Articles of Organization of the Nadolny Family II LLC
2. Certificate of Designation of Registered Agent/Registered Office
3. My check in the amount of \$155.

Please file the Articles of Organization and provide to me in the enclosed self-addressed, stamped envelope a certified copy of the articles.

Sincerely,



Rex E. Moule

REM/rcr
Enclosures
cc: Diane D. Nadolny

ARTICLES OF ORGANIZATION
OF
THE NADOLNY FAMILY II LLC

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.

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ARTICLE I — NAME

The name of the limited liability company shall be *The Nadolny Family II, LLC* ("company").

ARTICLE II — ADDRESS

The mailing address and street address of the principal office of the company is 2774 N Riverside Drive, Indialantic, FL 32903.

ARTICLE III — DURATION

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

ARTICLE IV — REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Rex E. Moule, PA, 601 E Strawbridge Avenue, Melbourne, FL 32901.

ARTICLE V — CAPITAL CONTRIBUTIONS

Each member shall make capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VI — ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, 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 members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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ARTICLE VII — MEMBERS' RIGHT TO CONTINUE BUSINESS

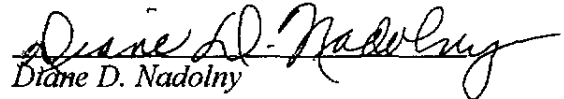
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE VIII — MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are

NAME	ADDRESS
<i>Diane D. Nadolny</i>	2774 N Riverside Drive Indialantic, FL 32903

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Melbourne, Florida, on June 24, 2004.


Diane D. Nadolny

Sworn to and subscribed before me this June 24, 2004, by *Diane D. Nadolny* who is personally know to me.



REX E. MOULE
NOTARY PUBLIC
State of Florida at Large



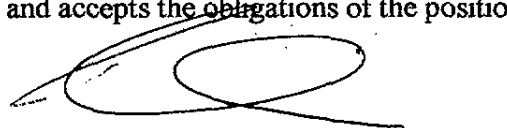
CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, *The Nadolny Family II, LLC*, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is *The Nadolny Family II, LLC*.
2. The name and street address of the registered agent in Florida are:

Rex E. Moule, Esq.
601 E. Strawbridge Avenue, Melbourne, FL 32901

The undersigned, being the person named in the articles of organization of *The Nadolny Family II, LLC*, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with the and accepts the obligations of the position of registered agent.



Registered Agent
REX E. MOULE, ESQ.

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