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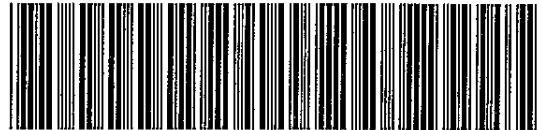
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Brent E. Baris P.A.

August 23, 2004

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

Re: H2 Properties, L.L.C.

To Whom It May Concern:

Enclosed please find Articles of Organization for the above referenced company.

Also enclosed please find a check in the amount of \$125.00 made out to Florida Department of State. It represents the amount needed for the filing fee and the registered agent fee.

Please contact me if you have any questions or concerns.

Sincerely,

Brent E. Baris P.A.



Brent Baris, Esq.
For the firm

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TALLAHASSEE, FLORIDA

Enc.

Brent E. Baris P.A.
P.O. Box 1303
Tampa, FL 33601-1303
(813) 363-5676
(813) 831-3699 fax

**ARTICLES OF ORGANIZATION
OF
H2 PROPERTIES, L.L.C.**

The undersigned, acting as an Authorized Representative of the initial members of the captioned limited liability company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of this professional limited liability company is H2 Properties, L.L.C. (the "Company") and its principal office and mailing address is 818 S. Davis Blvd., Tampa, Florida 33606.

**ARTICLE II
EFFECTIVE DATE**

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

**ARTICLE III
PURPOSE OF ORGANIZATION**

The Company is organized to enable its members to engage in real estate investments. In addition, the Company may engage in any other business allowed to be engaged in by a limited liability company under Florida law.

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company shall be 818 S. Davis Blvd., Tampa, Florida 33606, and the initial registered agent of the Company at such address is Cynthia P. Heil.

ARTICLE V

MANAGEMENT OF THE COMPANY

The Company shall be a manager managed limited liability company. The name, title and address of the person who shall serve as the sole initial Managing Member of the Company until the first meeting of the members or until her successor is elected and qualified is:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Cynthia P. Heil	Managing Member	818 S. Davis Blvd., Tampa, Florida 33606

The name, title and address of the persons who are Members of the Company are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Don P. Heil	Member	818 S. Davis Blvd., Tampa, Florida 33606
Meredith Holton	Member	430 Langston Dr NE Calhoun, GA 30701
Shawn Holton	Member	430 Langston Dr. NE Calhoun, GA 30701

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ARTICLE VI
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

ARTICLE VII
INDEMNIFICATION

If the criteria set forth in §608.4229, Florida Statutes, or any successor statute, have been met, then the Company shall indemnify any Managing Member or Member, or former Managing Member or Member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4229, Florida Statutes.

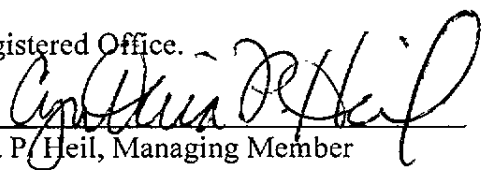
IN WITNESS WHEREOF, the undersigned Authorized Representative has executed these Articles of Organization this 24 day of August, 2004 and attests under the penalty of perjury that the facts stated therein are true.


Cynthia P. Heil, Authorized Representative

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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of Chapter 608 of the Florida Statutes, H2 Properties L.L.C. desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates Cynthia P. Heil, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 818 S. Davis Blvd., Tampa, Florida 33606, the address of the Registered Agent's business office, as the address of the Company's Registered Office.


Cynthia P. Heil, Managing Member

ACKNOWLEDGMENT

I, Cynthia P. Heil, the undersigned Registered Agent, accept the appointment as Registered Agent and agree to act in that capacity. I, 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 as provided for in Chapter 608, Florida Statutes.


Cynthia P. Heil, Registered Agent

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