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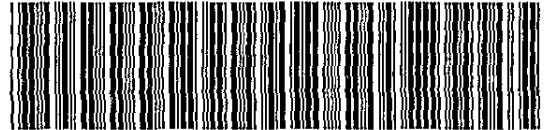
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TIMOTHY J. MURTY, P. A.

Attorney At Law

1633 Periwinkle Way, Suite A • Sanibel Island, FL 33957-4404
Office: 239-472-1000 • Fax: 239-472-4449 • E-mail: timmurty@earthlink.net

September 28, 2004

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

IN RE: FREY REAL ESTATE HOLDING, L.L.C.

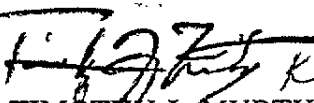
TO WHOM IT MAY CONCERN:

Enclosed are the original and one copy of the Articles of Organization for the above named Florida limited liability company and a check in the amount of \$125.00 representing payment of the applicable fees.

Please file same and return a conformed copy of the articles to me.

Thank you for your assistance in this matter.

Very truly yours,


TIMOTHY J. MURTY
Attorney at Law

/km
Enclosures

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ARTICLES OF ORGANIZATION
OF
FREY REAL ESTATE HOLDING, L.L.C.

The undersigned certifies that, for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be FREY REAL ESTATE HOLDING, L.L.C., and its principal office shall be located, 1901 Dana Drive, Fort Myers, County of Lee, State of Florida, 33907, and its Post Office address shall be 1901 Dana Drive, Fort Myers, Florida 33907, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize and, in any manner, dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign State, government or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations, and perform any service, under contract or otherwise, for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity and, in this capacity or under this arrangement, develop, improve, stabilize, strengthen or extend the property and commercial interest of the property and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of and the business and affairs of this limited liability company shall be managed under the direction of, the member of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve until his successor is elected and qualified is as follows:

KENNETH G. FREY
1901 Dana Drive
Fort Myers, Florida 33907

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**ARTICLE V
MEMBERSHIP RESTRICTIONS**

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

A member's interest in the limited liability company may not be sold or otherwise transferred, except with unanimous written consent of the remaining members.

On the death, retirement, resignation, expulsion, 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 continue the business on unanimous consent of the remaining members.

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of FIVE THOUSAND AND 00/100 DOLLARS (\$5,000.00) cash, shall be paid to the limited liability company by the member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VII
PROFITS AND LOSSES**

A. Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows:

KENNETH G. FREY

One Hundred Percent (100%)

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being August 1.

B. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business or, if these sources are insufficient to cover such losses, by the members in equal shares or the following shares:

KENNETH G. FREY

One Hundred Percent (100%)

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**ARTICLE VIII
DURATION**

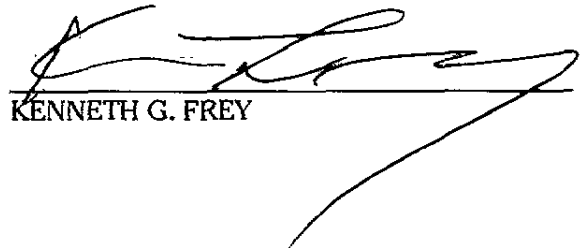
This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1633 Periwinkle Way, Suite A, City of Sanibel, County of Lee, State of Florida, 33957, and the name of the company's initial registered agent at that address is TIMOTHY J. MURTY.

IN WITNESS WHEREOF, the undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of FREY REAL ESTATE HOLDING, L.L.C.

Executed by the undersigned at Sanibel, Florida, on the 14 day of October, 2004.


KENNETH G. FREY

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

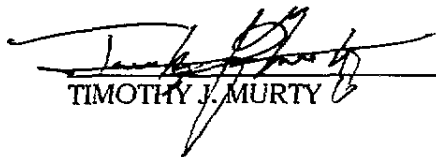
1. The name of the limited liability company is:

FREY REAL ESTATE HOLDING, L.L.C.

2. The name and address of the registered agent and office is:

TIMOTHY J. MURTY, ESQ.
1633 Periwinkle Way, Suite A
Sanibel, Florida 33957

Having been named as registered agent and to accept service of process for the above
stated limited liability company at the place designated in the 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 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.


TIMOTHY J. MURTY

October 1, 2004

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