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LLC

1.) Butter Fly PLAZA, L.L.C.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

ARTICLES OF ORGANIZATION

OF

BUTTERFLY PLAZA, L.L.C.

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

Name

The name of the limited liability company is BUTTERFLY PLAZA, L.L.C. (hereinafter referred to as the "Company").

Period of Duration

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

Purpose

The purpose for which the Company is organized is to engage in any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

Address Of Place Of Business

The mailing address for the Company is 1733 Hough Street, Fort Myers, FL 33901, and the street address of the place of business for the Company is the same. These addresses may be changed from time to time as provided in the Operating Agreement.

Registered Agent

The initial registered agent in Florida for the Company is Malgorzata Bregula, and the initial registered office is located at 1733 Hough Street, Fort Myers, FL 33901.

Capital Contributions

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

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Members

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then existing members, or as otherwise provided in the Operating Agreement.

Management

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority interest in the Company.

Indemnification

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at Cape Coral, Florida, on October 21, 2004.



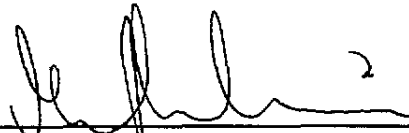
HEINRICH BREGULA, Member



JOHN MITCHELL, Member

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and 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 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, F.S



MALGORZATA BREGULA

Registered Agent's Signature