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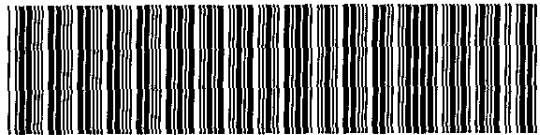
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CORPORATION SERVICE COMPANY*

ACCOUNT NO. : 072100000032

REFERENCE : 994133 80385A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 24, 2004

ORDER TIME : 1:56 PM

ORDER NO. : 994133-005

CUSTOMER NO: 80385A

CUSTOMER: S. Keith McKinney, Jr., Esq
Broida And McKinney, P.a.

605 75th Avenue

St. Pete Beach, FL 33706

DOMESTIC FILING

NAME: AFW 2004, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Justin Cheshire - EXT. 2909

EXAMINER'S INITIALS: _____

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TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION OF

AFW 2004, LLC

The undersigned certify that we have associated ourselves together 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. We further declare 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 AFW 2004, LLC, and its principal office and mailing address shall be located at 5940 Balao Way, St. Pete Beach, Florida 33706, 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.

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3. To own and maintain for business, vacation and leasing purposes a certain home located in Pinellas County, Florida as well as any other business permitted under the laws of the State of Florida.

4. 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.

5. 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.

6. 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.

7. 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 members 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 its managing members. The names and addresses of the persons who shall serve as managing members, or until their successors are elected and qualified, are as follows:

James F. Clark, 1136 St. Finegan, West Chester PA 19382
Douglas J. Clark, 323 Barn Hill Road, West Chester, PA 19382
Daniel P. Clark, 463 Lake George Circle, West Chester, PA 19382

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 all 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 \$5,200.00 cash shall be paid to the limited liability company by both Douglas J. Clark and Daniel P. Clark. The capital contribution paid by James F. Clark shall be \$9,600.00 cash. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in shares equal to their share of ownership of the limited liability company.

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 the distributive share of the profits specified as follows:

James F. Clark	48%
Douglas J. Clark	26%
Daniel P. Clark	26%

The distributive share of the profits shall be determined and paid to the members each year on or before the forty-fifth day following the closing of the businesses fiscal year.

(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.

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 605 – 75th Avenue, St. Pete Beach, Florida 33706, and the name of the company's initial registered agent at that address is S. Keith McKinney, Jr., Esq.

The undersigned, being the original members of the limited liability company, hereby certify that this instrument constitutes the proposed Articles of Organization of AFW 2004, LLC.

Executed this 19th day of November, 2004 in Chesler County, Pennsylvania.



JAMES F. CLARK



DOUGLAS J. CLARK



DANIEL P. CLARK

STATE OF Pennsylvania
COUNTY OF Chester) ss:

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JAMES F CLARK, who is personally known to me ✓, or who produced a driver's license as identification, and who executed the foregoing and acknowledged before me, under oath, that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 19 day of November, 2004.

NOTARIAL SEAL
Harriet Z. Clark, Notary Public
West Chester Boro. Chester County
My Commission Expires July 9, 2005

Harriet Z. Clark
Notary Public

STATE OF Pennsylvania
COUNTY OF Chester) ss:

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DOUGLAS J. CLARK, who is personally known to me ✓, or who produced a driver's license as identification, and who executed the foregoing and acknowledged before me, under oath, that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 19 day of November, 2004.

NOTARIAL SEAL
Harriet Z. Clark, Notary Public
West Chester Boro. Chester County
My Commission Expires July 9, 2005

Harriet Z. Clark
Notary Public

STATE OF Pennsylvania
COUNTY OF Chester) ss:

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DANIEL P. CLARK, who is personally known to me ✓, or who produced a driver's license as identification, and who executed the foregoing and acknowledged before me, under oath, that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 19 day of November, 2004.

NOTARIAL SEAL
Harriet Z. Clark, Notary Public
West Chester Boro. Chester County
My Commission Expires July 9, 2005

Harriet Z. Clark
Notary Public

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT OF AFW, 2004 LLC

The undersigned, as representative of Broida & McKinney, P.A., hereby represents that he has knowledge of the requirements of service as Registered Agent within the State of Florida and accepts designation as Registered Agent for AFW 2004, LLC.

BROIDA & MCKINNEY, P.A.

BY: *S. Keith McKinney, Jr.*
S. KEITH MCKINNEY, JR.

STATE OF FLORIDA)
) ss:
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, personally appeared S. KEITH MCKINNEY, JR, well known to be the person described herein, or who produced a driver's license as identification, and who executed the foregoing Acceptance As Designation of Registered Agent of AFW 2004, LLC and who acknowledged before me, under oath administered by me, that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 29th day of November, 2004.

Anna Milstead
NOTARY PUBLIC
Print Name: ANNA MILSTEAD

ANNA MILSTEAD
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD339755
EXPIRES 7/21/2008
BONDED THRU 1-888-NOTARY1