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ROBINS, KAPLAN, MILLER & CIRESI LLP

ATTORNEYS AT LAW

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711 FIFTH AVENUE SOUTH
NAPLES FL 34102-6628
TEL: 239-430-7070 FAX: 239-213-1970
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Michael J. Volpe
(239) 213-1963

November 18, 2004

Florida Secretary of State
Department of State
Division of Corporations
Registration Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: MZC of Naples, LLC
Articles of Organization

Dear Sir or Madam:

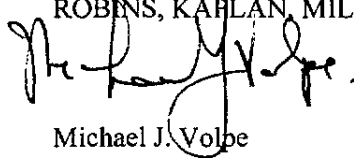
Enclosed please find the original and one (1) copy of the Articles of Organization for the above-referenced limited liability company for filing with your office. Also enclosed you will find my client's check made out to the Secretary of State in the amount of \$125.00 representing the filing fee.

Please return a filed copy of the Articles of Organization to me in the self-addressed, stamped envelope that is enclosed for this purpose.

If you should have any questions, please do not hesitate to contact me. Thank you.

Very truly yours,

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.



Michael J. Volpe

MJV/rgb
Enclosure

cc: Mr. Charles Bertucci

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MZC OF NAPLES, L.L.C.**

THE UNDERSIGNED certifies they intend to form a limited liability company under the laws of the State of Florida and hereby declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be **MZC OF NAPLES, L.L.C.**

**ARTICLE II
ADDRESS**

The mailing and street address of the Company's principal office is:

1553 Bonita Lane
Naples, Florida 34101

**ARTICLE III
PURPOSES**

The general nature of the business or businesses to be transacted and which the Company is authorized to transact shall be as follows:

- A. To engage in any activity or business authorized under the Florida Statutes including, but not limited to, the investment, purchase, sale, ownership, operation and management of real estate and all matters incidental and related thereto.
- B. 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 herein set forth to the same extend as a natural person might or could do.

**ARTICLE IV
DURATION**

The duration for the Company is perpetual.

FILED
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TALLAHASSEE, FLORIDA

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the Company's initial registered agent in Florida is **MICHAEL J. VOLPE, Esquire** and the address of the Company's registered agent in Florida is c/o **ROBINS, KAPLAN, MILLER & CIRESI, L.L.P.** 711 Fifth Avenue South, Naples, Suite 201, Florida 34102.

ARTICLE VI
MANAGEMENT

The Company is to be managed by the members. The name and address of the initial Managers who are to serve as Managers are **CHARLES BERTUCCI**, whose address is 1553 Bonita Lane, Naples, Florida 34102 and **JAMES T. MARTIN**, 1209 Imperial Drive, Naples, Florida 34110.

ARTICLE VII
ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of the contribution by new members at the time the new members are admitted.

ARTICLE VIII
CONTINUATION OF BUSINESS OPERATIONS

The Company may continue its business operations upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in a limited liability Company only upon the unanimous approval of the remaining members.

ARTICLE IX
TRANSFERABILITY OF MEMBER'S INTEREST

A member's interest in the Company shall not be transferred unless the transfer is approved by the members in accordance with the Company's Regulations.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 17 day of November, 2004.



CHARLES BERTUCCI



JAMES T. MARTIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

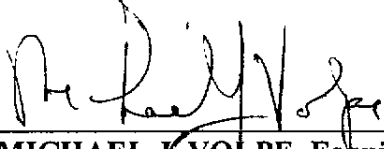
Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the Registered Agent/Registered Office in the State of Florida.

1. The name of the limited liability company is: **MZC OF NAPLES, L.L.C.**
2. The name and address of the Registered Agent and office is:

MICHAEL J. VOLPE, ESQUIRE
ROBINS, KAPLAN, MILLER & CIRESI, L.L.P.
711 Fifth Avenue South, Suite 201
Naples, Florida 34103

Having been named as Registered Agent to accept service of process for the above stated limited liability company at the place designated in this 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.

Dated this 18th day of November, 2004.



MICHAEL J. VOLPE, Esquire

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TALLAHASSEE, FLORIDA

This instrument prepared by:
MICHAEL J. VOLPE, ESQUIRE
ROBINS, KAPLAN, MILLER & CIRESI, L.L.P.
711 Fifth Avenue South, Suite 201
Naples, Florida 34102