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10:00AM DEC 16 2004

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: BAYFRONT, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:
20240 RIVERBROOKE RUN
ESTERO, FL 33928

ARTICLE III - Registered Agent, Registered Office & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

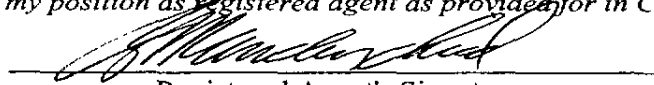
BERND MANDERSCHIED

20240 RIVERBROOKE RUN

ESTERO, FL. 33928

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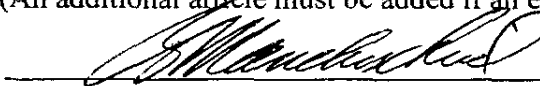
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 as provided for in Chapter 608, F.S.


Registered Agent's Signature

ARTICLE IV - Management (Check box if applicable.)

X The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested.)


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

BERND MANDERSCHIED
Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)

Exhibit A
Operating Agreement of
BAYFRONT LLC

Member	Address	Capital Contribution	Percentage Interest
BERND MANDERSCHIED	20240 RIVERBROOKE RUN, ESTERO, FL 33928		50%
RUSS DEVELOPMENT CORPORATION	14742 OSPREY POINT DRIVE FORT MYERS, FL 33908		50%

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TALLAHASSEE, FLORIDA