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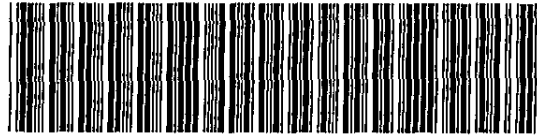
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 120296 80856A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 155.00

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TALLAHASSEE, FLORIDA

ORDER DATE : January 3, 2005

ORDER TIME : 3:21 PM

ORDER NO. : 120296-005

CUSTOMER NO: 80856A

CUSTOMER: Harry O. Hendry, Esq
The Hendry Law Firm, P.a.

2242 Main Street

Fort Myers, FL 33901

DOMESTIC FILING

NAME: POTTINGER'S PALMS, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
POTTINGER'S PALMS, L.L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **POTTINGER'S PALMS, L.L.C.** ("The Company").

ARTICLE II - ADDRESS

The mailing and street address of the principal office of the Company shall be 910 Sunset Vista Drive, Fort Myers, Florida 33919.

ARTICLE III - DURATION/PURPOSE

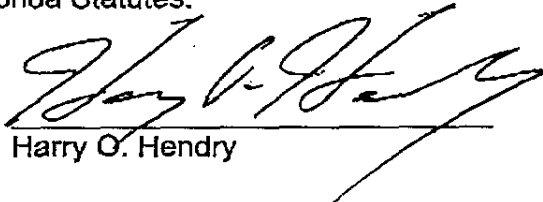
The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless this Company is dissolved as provided by law or as set forth in these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent is HARRY O. HENDRY, 2242 Main Street, Fort Myers, Florida 33901.

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 the 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 Florida Statutes.



Harry O. Hendry

ARTICLE V – INITIAL MEMBERS / NEW MEMBERS / CAPITAL CONTRIBUTIONS

The initial members of the Company are **GERALD V. POTTINGER** and **SUSAN M. POTTINGER**.

No additional members shall be admitted to the Company except with the unanimous written consent of all of the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management or business affairs of the Company or become a member unless all the other members of the Company approve of the transfer by unanimous written consent.

Each member shall make additional capital contributions to the Company only on the majority vote of the members.

ARTICLE VI – CONTINUITY / DISSOLUTION

The members will have the right to continue the Company upon the death, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any event which terminates the continued membership of a member in the Company (collectively "withdrawal") as long as there is a remaining member, and the remaining member or members agree to continue the Company by unanimous written consent after the withdrawal of a member.

The Company shall be dissolved at any time there are no members, provided that if an individual who is a member dies, the member's personal representative may exercise all of the member's rights for the purpose of settling the member's estate, including any power the member had to give an assignee the right to become a member.

ARTICLE VII - MANAGEMENT

The management of the Company shall be managed by a manager who need not

be a member of the Company. The manager shall be appointed by majority vote of the members. The initial manager shall be Gerald V. Pottinger, who shall serve until a successor is duly elected. The manager of the Company shall have full power and authority to conduct the business of the Company, including without limitation, the power and authority to sell, convey, encumber, manage, deal with and otherwise dispose of both real and personal property of the Company, enter into contracts of any nature on behalf of the Company, and open and close bank accounts as the authorized signer on behalf of the Company. The address of the initial manager is 5900 Pottinger's Place, Fort Myers, Florida 33919.

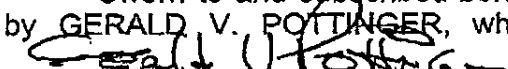
ARTICLE VIII – LIABILITY OF MEMBERS

The members and manager of the Company are not personally liable under a judgment, decree, or order of a court or in any other manner, for a debt obligation or liability of the company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for POTTINGER'S PALMS, L.L.C., at Fort Myers, Florida, on this 3rd day of January, 2005.


Gerald V. Pottinger

STATE OF FLORIDA
COUNTY OF LEE

Sworn to and subscribed before me, a notary public, this 3rd day of January 2005, by GERALD V. POTTINGER, who is personally known to me, or who produced  as identification.



Dena R. Sutor
MY COMMISSION # DD2277111
August 18
BONDED THRU TROY PAUL INSURANCE, II


Notary Public
Print Name Dena R. Sutor
My Commission Expires: 8-18-2007



Dena R. Sutor
MY COMMISSION # DD2277111
August 18, 2007
BONDED THRU TROY PAUL INSURANCE, II