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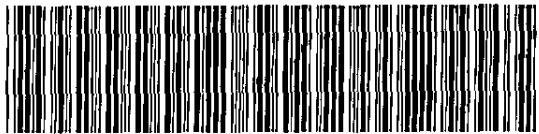
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STATE OF FLORIDA
CORPORATION
TALLAHASSEE, FLORIDA
JAN 10 2005
CORPORATIONS
TALLAHASSEE, FLORIDA
2605 JAN 10 PM 2:12

J. BRYAN JAN 10 2005

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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TALLAHASSEE, FLORIDA

F7 Ventures LLC

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by AW 1/10
Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

ARTICLES OF ORGANIZATION

OF

F 7 VENTURES, LLC

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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 makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be F 7 VENTURES, LLC. The street address of the principal office of the limited liability company in Florida shall be 6550 New Tampa Highway, Suite B, Lakeland, Florida 33815, and the mailing address shall be 6550 New Tampa Highway, Suite B, Lakeland, Florida 33815.

ARTICLE II - DURATION

The limited liability company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE III - PURPOSES AND POWERS

The specific purpose for which this limited liability company is organized is to hold, develop, buy, sell, lease, exchange or otherwise deal with all types of real and personal property. The general purpose for which the limited liability company is organized is to engage in any and all commercial and business activities not prohibited by law and to transact any lawful

business for which a limited liability company may be organized under the laws of the State of Florida. The limited liability company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the limited liability company in the State of Florida is PAUL WOOD, 6550 New Tampa Highway, Suite B, Lakeland, Florida 33815.

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FLORIDA

ARTICLE V - CAPITAL CONTRIBUTIONS

The member of the limited liability company shall contribute to the capital of the limited liability company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the limited liability company only upon the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

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

Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The limited liability company shall be dissolved as provided in the Operating Agreement of the limited liability company, or upon unanimous consent of all members.

ARTICLE IX - MANAGEMENT

The limited liability company shall be managed as directed by the member in accordance with the Operating Agreement which may contain any provisions for the management of the affairs of the limited liability company not inconsistent with law or these Articles of Organization. The name and address of the initial member of the company are:

<u>NAME</u>	<u>ADDRESS</u>
FORTUNE 7, INC.	6550 New Tampa Highway Suite B Lakeland, Florida 33815

Initially this limited liability company shall be a manager managed company, and all rights and powers of management of the limited liability company are reserved for the appointed manager, whose name and address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
KENNETH R. BUSHEA	6550 New Tampa Highway Suite B Lakeland, Florida 33815

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Plant City, Florida, for the foregoing uses and purposes this _____ day of _____, 2005.

FORTUNE 7, INC., a Florida corporation


BY: *Paul D. Gates*
PAUL D. GATES, its President

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HILLSBOROUGH COUNTY
FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this ___ day of _____, 2005, by PAUL DOUG GATES, the President of FORTUNE 7, INC., a Florida corporation, on behalf of aid said corporation, and who declared his identity and confirmed his corporate title and who has produced his Florida Driver's License as personal identification.

Charles S. White
Name: CHARLES S. WHITE
Notary Public State of Florida
My commission expires:

 **Charles S. White**
Commission # DD338809
Expires September 26, 2008
Bonds, Title, Insurance, Inc. 800-333-7018

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of F 7 VENTURES, LLC, as the registered agent of this limited liability company, hereby consents to his/her appointment as such registered agent and is familiar with, and accepts the obligations of registered agent as provided in Chapter 608, Florida Statutes.

Paul W. Wood

PAUL W. WOOD
Registered Agent

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EXHIBIT "A"

CAPITAL CONTRIBUTIONS

The total amount of cash contributions is \$1,000.00.

Total additional contributions will be made as may be required for investment purposes by unanimous written consent of all the members.

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