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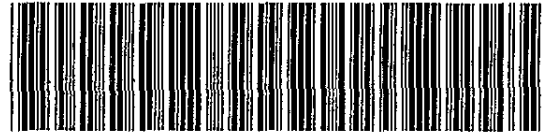
(Business Entity Name)

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2005 JAN 21 A 9 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1 Also Member P.A. Bar
2 Certified Mediator by FL Supreme Court

January 18, 2005

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

Re: SANTA BARBARA PLAZA, L.L.C. Incorporation
Our File No.: 042455
(Please reference our File Number on all correspondence.)

Dear Sir/Madam:

Enclosed please find the following:

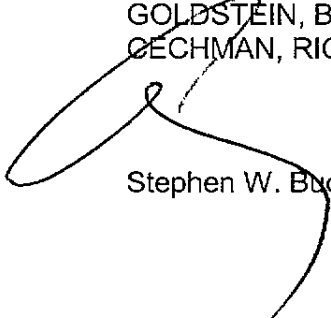
1. Our check #5079 in amount of \$125.00, which represents the \$100.00 Filing Fee for Articles of Organization and the \$25.00 Designation of Registered Agent.
2. Original executed Articles of Organization.

Please return the letter of acknowledgment to the undersigned in the self-addressed stamped envelope which is also enclosed.

Thank you for your assistance in this matter, it is greatly appreciated.

Very truly yours,

GOLDSTEIN, BUCKLEY,
CECHMAN, RICE & PURTZ, P.A.



Stephen W. Buckley

SWB/bjb
Enclosures

OTHER OFFICES

CAPE CORAL
(239) 574-5575

LEHIGH ACRES
(239) 368-6101

NAPLES
(239) 262-4888

PORT CHARLOTTE
(941) 624-2393

ARTICLES OF ORGANIZATION

OF

SANTA BARBARA PLAZA, L.L.C.

FILED
2005 JAN 21 A 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is SANTA BARBARA PLAZA, L.L.C. (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address Of Place Of Business.

The mailing address for the Company is 4002 Del Prado Boulevard, Cape Coral, Florida 33904, and the street address of the place of business for the Company is 4002 Del Prado Boulevard, Cape Coral, Florida 33904. These addresses may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is ROBERT A. LEE, JR., and the initial registered office is located at 4002 Del Prado Boulevard, Cape Coral, Florida 33904.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement. The members are:

Robert A. Lee, Jr.
4002 Del Prado Boulevard
Cape Coral, Florida 33904

Robert Parisi
61 Park Avenue
Blue Point, New York 11715-1040

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority interest in the Company.

10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

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..


ROBERT A. LEE, JR./Registered Agent

Executed at Fort Myers, Florida, on January 13, 2005

SANTA BARBARA PLAZA, L.L.C.
a Florida limited liability company

By: 
ROBERT A. LEE, JR., Member/Manager

STATE OF FLORIDA
COUNTY OF Lee

The foregoing instrument was acknowledged before me on this 13th day of January, 2005, by ROBERT A. LEE, JR., as Member/Manager of SANTA BARBARA PLAZA, L.L.C., who is personally known to me or X who has produced FL DL# 1-0016-761-68-228-0 as identification.



Tina Yescavage
My Commission **DD237716**
Expires August 11 2007


Printed Name: TINA Yescavage
Notary Public for State of Florida

(Seal)

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2005 JAN 21 A 9 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA