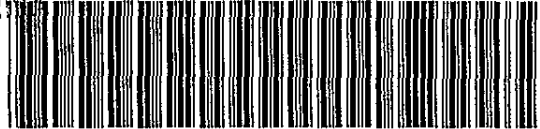


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2005 JAN 24 A 1:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



600045185896

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



PICK-UP



WAIT



MAIL

(Business Entity Name)

(Document Number)

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The Law Office of Leslie Quinn, P.L.

Leslie Quinn **Licensed in Texas and Florida

FILED

16910 SE U.S. Hwy 441, Suite 205, Summerfield, FL 34491
Telephone: (352) 347-6318
Outside Marion County 1-800-301-6138

2005 JAN 24 A 1:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via U. S. Mail.

January 17, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Filing of Articles of Organization for Metcalf Properties,
L.L.C. and Acceptance of Registered Agent.

Dear Representative:

On behalf of my client, I have enclosed an original and one copy of the above documents to be filed for establishing the new limited liability company for Metcalf Properties, L.L.C. and a check made payable to the Department of State, Division of Corporations in the amount of \$125.00 for the filing fee, and registered agent fee. The entity shall exist and the Articles shall be effective as of the date of filing.

Should you have any questions, please do not hesitate to contact my office. Thank you for your assistance.

Sincerely,


Leslie Quinn

Encls.

c.c. Client.

**ARTICLES OF ORGANIZATION
OF
METCALF PROPERTIES, L.L.C.**

FILED

2005 JAN 24 A 1:27

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

The name of the limited liability company shall be METCALF PROPERTIES, L.L.C..

ARTICLE II -- ADDRESS

The mailing and street address of the principal office is 4498 SW 102 Lane Road, Ocala, FL 34476.

ARTICLE III - PURPOSE

The limited liability company is organized to operate for any lawful purpose.

ARTICLE IV-DURATION

The limited liability company shall commence its existence on upon filing the Articles of Organization. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in any Operating Agreement.

ARTICLE V -- REGISTERED OFFICE AND AGENT

FILED

The name of the registered agent and the ^{2005 JAN 24 4:27} address of the registered agent of the limited liability company in the State of Florida is: Michele S. Ivanek of 4489 SW 102 Lane Road, Tallahassee, Florida FL 34476.

ARTICLE VI -- INITIAL AND ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make initial capital contributions in cash, services and/or property, however, each member shall continue to make additional capital contributions to the limited liability company only with the consent of the members having majority of the capital interests of the company entitled to vote or as otherwise provided in the Operating Agreement.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the company except with the written consent of the members having majority of the capital interests of the company entitled to vote and on the terms and conditions as shall be determined by those members. A member may transfer his or her interest in the company as set forth in the Operating Agreement and/or Bylaws of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless members having majority of the capital interests of the company entitled to vote other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

FILED

The company shall not be dissolved on the death, 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, unless otherwise stated in the Operating Agreement, Bylaws, and only by a majority vote of the remaining members.

2005 JAN 26 AM 1:27
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLE VIV - MEMBERS/MANAGEMENT

The limited liability company shall be initially managed by the two members: Michele S. Ivanek of 4498 SW 102 Lane Road, Ocala, FL 34476; and Marc Metcalf of 4498 SW 102nd Lane Road, Ocala 34476. The company shall continue to be managed by these two members unless otherwise mandated in accordance with the Operating Agreement and Bylaws adopted by the members for the management of the business and affairs of the company. The Operating Agreement and Bylaws may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or these Articles of Organization.

ARTICLE X-AMENDMENT, MODIFICATION, OR REPEAL OF THE ARTICLES OF ORGANIZATION, THE OPERATING AGREEMENT, OR BYLAWS

Except as set forth in the Operating Agreement and Bylaws, no amendment, modification or repeal of the Articles of Organization, Operating Agreement or Bylaws may be made without the written consent of the members having majority of the capital interests of the company entitled to vote and on the terms and conditions as shall be determined by the those members.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at CITIZES UNIVERSITY, FLA, on this the 13th day of January, 2005.

Leslie Quinn
(name, typed or printed)
Witness *Leslie Quinn*

FILED
[Signature] **JAN 24 A 11:27**
Michele S. Ivanek **SECRETARY OF STATE**
4498 SW 102 Lane Road, **TALLAHASSEE, FLORIDA**
FL 34476, Member

Laurie E. Stokien
(name, typed or printed)
Witness

STATE OF FLORIDA
COUNTY OF MARION

Sworn to and subscribed before me on this the 15th day of January, 2005, Michele S. Ivanek whois personally known to me/produced identification..... Type of identification produced: Florida Drivers Licenses and or _____.

Leslie Quinn
Notary Public -- State of Florida *CC994768*
(Seal) *1/24/05*



Leslie Quinn
MY COMMISSION # CC994768 EXPIRES
January 22, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Signature of Brent
Quincy O French
~~_____~~
(name, typed or printed)
Witness

Signature of Marc Metcalf
FILED
2005 JAN 24 A 1:27
Marc Metcalf
4498 SW 102 Lane
FL 34476, Member
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BRENT PARCHER
(name, typed or printed)
Witness

STATE OF CALIFORNIA
COUNTY OF NEVADA

Sworn to and subscribed before me on this the 13th day of
January, 2005, Marc Metcalf who ...is personally
~~known to me~~ produced identification..... Type of identification
produced: CA Drivers Licenses and or _____
CA. S0764376

Signature of Gerald B. Maloney
Notary Public -- State of California
(Seal)



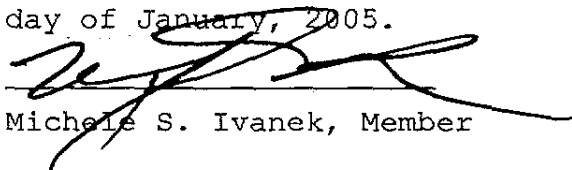
CERTIFICATE DESIGNATING REGISTERED AGENT, PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

2005 JAN 24 A 1:28

In compliance with Sections 48.091 and 66, ⁶⁶SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Florida Statutes, the following is submitted:

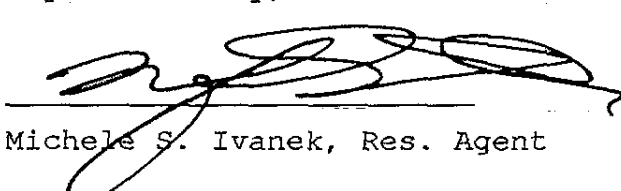
FIRST that Metcalf Properties, L.L.C desiring to organize or qualify under the laws of the State of Florida having its principal place of business at 4498 SW 102 Lane Road, Ocala, FL 34476, has named Michele S. Ivanek of 4489 SW 102 Lane Road, Ocala, FL 34476, as its agent to accept service of process within Florida.

Dated: This 10 day of January, 2005.


Michele S. Ivanek, Member

SECOND having been named to accept service of process for the above named Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: This 10 day of January, 2005.


Michele S. Ivanek, Res. Agent