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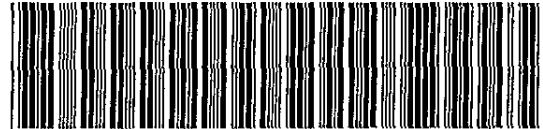
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Nancy Vandermeer
11 Mountain Avenue
Tall Oaks
Summit, N.J.
07901-4146**

February 10, 2005

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

Re: Autumn Holdings, LLC


Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above referenced entity to be filed with the Florida Secretary of State. Please return the file stamped copy in the envelope provided.

Also enclosed is my firm check in the amount of \$125.00 to cover the filing fees.

If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,


Nancy Vandermeer

Encl.

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
AUTUMN HOLDINGS, LLC**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, hereby adopts the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company shall be AUTUMN HOLDINGS, LLC

**ARTICLE II
ADDRESS**

The mailing and street address of the principal office of the Limited Liability Company is 228 Acadia Terrace, Celebration, FL 34747.

**ARTICLE III
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The period of duration for the Limited Liability Company shall be thirty (30) years, unless terminated earlier by death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrences of any other event which terminates the continued membership of a member, unless the business of the Limited Liability Company is continued by the consent of all of the remaining members.

**ARTICLE IV
PURPOSE**

The Limited Liability Company has been organized for any lawful purpose under Florida law, except that special statutes for the regulation and control of specific types of business shall control when in conflict herewith.

ARTICLE V

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TALLAHASSEE, FLORIDA

MANAGEMENT

The management of the limited Liability Company shall be vested in the member, in proportion to their contributions to the capital of the Limited Liability Company, as adjusted from time to time properly reflect any additional contributions or withdrawals by the members.

The initial member of the Limited Liability Company is Nancy Vandermeer of 11 Mountain Avenue, Tall Oaks, Summit, N.J. 07901-4146.

ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

ARTICLE VII AMENDMENT OF REGULATIONS

The power to adopt, alter, amend or repeal the Operating Agreement of this Limited Liability Company shall be vested in the Members of the Limited Liability Company.

ARTICLE VIII TRANSFERABILITY OF MEMBER'S INTEREST

The beneficial interest of a Member of this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Limited Liability Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this Limited Liability Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

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**ARTICLE IX
WITHDRAWAL OR REDUCTION OF
MEMBER'S CONTRIBUTIONS TO CAPITAL**

A withdrawing Member shall not receive out of the Company any distribution until all liabilities of this Limited Liability Company, except liabilities to Members on account of their contributions to capital, do not exceed the value of the Limited Liability Company's assets.

**ARTICLE X
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office is: 228 Acadia Terrace, Celebration, FL 34747. The initial registered agent for the Company shall be Richard Vandermeer.

**ARTICLE XI
COMMENCEMENT OF EXISTENCE**

The Limited Liability Company shall be deemed to commence its existence upon the date of filing these Articles of Organization.

IN WITNESS WHEREOF, I have subscribed my name this 17th day of Feb, 2005.

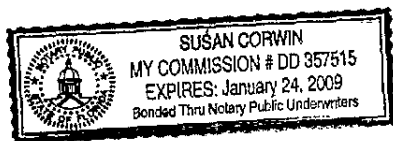
Nancy Vandermeer

Nancy Vandermeer

STATE OF Florida
COUNTY OF Dade

On this 17th day of Feb, 2005, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Nancy Vandermeer, to me known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained. NSDLV03965770052484

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Susan Corwin
Notary Public - State of Florida
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Limited Liability Company, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



Richard Vandermeer
Registered Agent

Dated: February 8, 2005

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA