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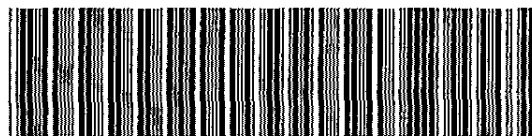
(Business Entity Name)

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Bethany Development, LLC

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- ☐ 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

Signature

Requested by:

Name

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ARTICLES OF ORGANIZATION
OF
BETHANY DEVELOPMENT, LLC

(A Limited Liability Company)

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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, hereby adopt the following Articles of Organization:

ARTICLE I

The name of the limited liability company is BETHANY DEVELOPMENT, LLC.

ARTICLE II

The period of duration of the limited liability company shall commence on the date of filing of these Articles of Organization with the Florida Secretary of State unless dissolved in accordance with applicable law or pursuant to the rights of members as granted in the Operating Agreement of the company.

ARTICLE III

The limited liability company is organized for profit and the nature of its business purpose is to enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm association or corporation, municipality, county, parish, territory, government or other municipal or governmental subdivision; to engage in any other lawful act or activity for which limited liability companies may be organized under the laws of the State of Florida; to have and to exercise all the

powers conferred by the laws of Florida upon limited liability companies formed under the laws pursuant to and under which this company is formed, as such laws are now in effect or may at any time hereafter be amended.

ARTICLE IV

The street address and mailing address and county of the principal office of the Company is 356 Waterleaf Ct., Marco Island, Florida 34145. The address and county of the registered office and agent of the limited liability company in the State of Florida is 356 Waterleaf Ct., Marco Island, Florida, 34145, and the name of its initial resident agent at the address is John N. Brugger.

ARTICLE V

The business of the company shall be managed by Derek Hall, as Managing Member. In the event any principal is not a natural person, then such principal may designate one or more individuals to represent such principal in the management of the company.

ARTICLE VI

The initial principals and their addresses are:

Derek Hall

356 Waterleaf Ct.

Marco Island, FL 34145

Sara Hall

356 Waterleaf Ct.

Marco Island, Fl 34145

ARTICLE VII

The principal shall not be subject to the payment of company debts to any extent whatsoever.

ARTICLE VIII

No other personal or entities may be admitted as a principal of the company without the prior written consent of all principals then existing. No principal may assign, convey or transfer principalship in the company without the prior written consent of each other principal, except as may be provided in the Operating Agreement.

ARTICLE IX

Upon the death, retirement, resignation, expulsion, bankruptcy or other event causing termination of a principal's interest in the company, the company shall be dissolved as provided under the laws of the State of Florida; unless the principals elect to continue the company in accordance with the terms of the Operating Agreement.

ARTICLE X

For federal and state income tax purposes the company intends and elects to be classified as a sole proprietorship unless and until additional principals are admitted, at which time the company shall be classified as a partnership.

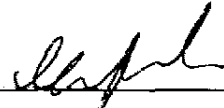
ARTICLE XI.

As used herein the term "Majority in Interest" shall mean any group of the principals (excluding any principal who at such time is deemed to be in default in the Operating Agreement) holding an aggregate of more than 50% of the Percentage Interests (as defined in the Operating Agreement) (excluding the entire Percentage Interest of any principal who at such time is deemed to be in default of the Operating Agreement) as determined at the time such Majority in Interest provisions provision applies.

IN WITNESS WHEREOF, Derek Hall and Sara Hall have executed this instrument this 17th day of February, 2005.



Derek Hall

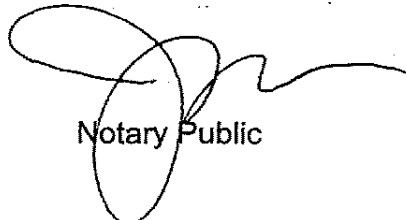


Sara Hall

ACKNOWLEDGMENT

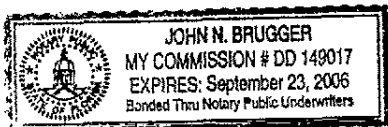
STATE OF FLORIDA
COUNTY OF COLLIER

BE IT REMEMBERED, that on this 17th day of February, 2005, before me, the undersigned, a Notary Public in and for the county and state aforesaid, came Derek Hall and Sara Hall who are personally known to me and who executed the foregoing instrument in writing, and such person duly acknowledged the execution of the same.



Notary Public

My Commission expires:



APPOINTMENT OF RESIDENT AGENT

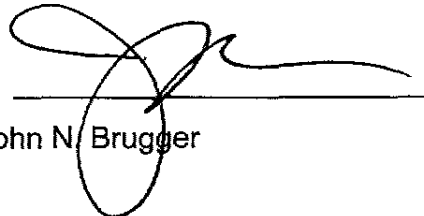
STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate designating place of Business or Domicile for the Service of Process within this State, naming Agent upon whom process may be Bethany Development, LLC., a limited liability company under the laws of the State of Florida, with its principal office at 356 Waterleaf Ct. Marco Island, FL 34145, appoints John N. Brugger, 600 Fifth Avenue South, Suite 207, Naples, FL 34102 as its resident agent to accept service of process within this State.

DATED: February 15, 2005

ACCEPTANCE:

I accept appointment as Resident Agent. I am familiar with and accept the obligations of that position as provided in Chapter 608, Fla. Statutes.



John N. Brugger