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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 266863 10281A

AUTHORIZATION :

Patricia Pizuto

COST LIMIT : \$ 125.00

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ORDER DATE : March 18, 2005

ORDER TIME : 3:21 PM

ORDER NO. : 266863-005

CUSTOMER NO: 10281A

CUSTOMER: Terry V. Broughton, Esq
Deboest, Stockman, Decker &
Broughton, P.a.
1415 Hendry Street

Fort Myers, FL 33901

DOMESTIC FILING

NAME: MATLACHA II, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY
OF
MATLACHA II, LLC**

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ARTICLE I
Name

The name of this Limited Liability Company is Matlacha II, LLC.

ARTICLE II
Address

The mailing address and street address of the principal office of the Limited Liability Company is: 175 East Hilo Naples, FL 34133.

ARTICLE III
Duration

The period of duration of the Limited Liability Company is in perpetuity except as may be terminated pursuant to the Limited Liability Operating Agreement.

ARTICLE IV
Registered Office and Agent

The initial registered office of this Company shall be 175 East Hilo Naples, FL 34133, and its initial registered agent at such office shall be John W. Abbott.

ARTICLE V
Management

The Limited Liability Company shall be managed by a Manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain additional provisions for the regulation and management of the affairs of the Company consistent with law or these articles of organization. The names and addresses of the members of the Company are:

NAME

John W. Abbott
175 East Hilo
Naples, FL 34133

Matthew T. Wilson
409 Country Club Drive
Oxford, MS 38655

Charles W. Johnson
15081 Tamarind Cay Court
Fort Myers, FL 33908

ARTICLE VI

Admission of Additional Members

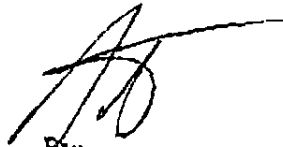
Additional members will be admitted only with the unanimous consent of all Members upon such terms as are unanimously agreed to by all Members.

ARTICLE VII

Members Rights to Continue Business

The remaining members of the Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

Dated this 18 day of March, 2005.


By:
JOHN W. ABBOTT

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

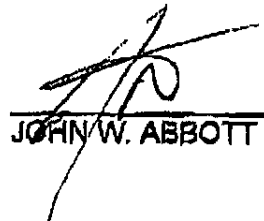
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

- 1. The name of the Limited Liability Company is **MATLACHA II, LLC.**
- 2. The name and address of the registered agent and office is:

**John W. Abbott
175 East Hilo
Naples, FL 34133**

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.

Dated: March 10, 2005



JOHN W. ABBOTT