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MAR 21 2005
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JAMES KARL & ASSOCIATES, P.A.
ATTORNEYS AT LAW

975 North Collier Boulevard
Tel: (239) 642-9988

Marco Island, Florida 34145
Fax: (239) 642-9995

By First Class Mail

March 7, 2005

Department of State
Corporate Division
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

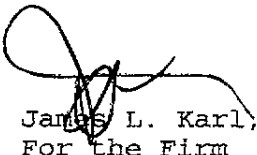
Re: Articles of Organization of O'Reilly Properties, L.L.C.

To the Secretary of State:

We have enclosed for filing the Articles of Organization for the above referenced limited liability company together with the filing fee of \$125.00. Could you please acknowledge your receipt and filing of same by stamping the enclosed copy of the Articles of Organization and returning it to us at the following address: James Karl & Associates, 975 North Collier Boulevard, Marco Island, FL 34145.

As always, please call if you have any questions or concerns. Thank you for your time and attention to this matter.

Very truly yours,


James L. Karl, II, Esq.
For the Firm

JLK/rm

Enclosures

cc: client

2005 MAR 21 P 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned, for the purpose of forming a Florida Limited Liability Company, does hereby adopt the following Articles of Organization:

**ARTICLES OF ORGANIZATION OF
O'REILLY PROPERTIES, L.L.C.**

ARTICLE I.

NAME: The name of the Limited Liability Company is: O'REILLY PROPERTIES, L.L.C.

ARTICLE II.


PRINCIPAL OFFICE: The principal office of this Limited Liability Company is: 1326 Wellshire Drive, Katy, Texas 77494.

MAILING ADDRESS: The mailing address of this Limited Liability Company is: c/o James Karl & Associates, 975 North Collier Boulevard, Marco Island, Florida 34145.

ARTICLE III.

ADDRESS AND REGISTERED AGENT: The street address of the initial registered office of the limited liability company is: 975 North Collier Boulevard, Marco Island, Florida 34145, and the name of its initial registered agent at such address is: James L. Karl, II, Esq.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, 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 obligation of my position as registered agent as provided for in Chapter 608, Florida Statutes.


James L. Karl, II, Esq.,
Registered Agent

ARTICLE IV.

MANAGEMENT: The limited liability company is to be managed by two (2) members whose title is MGRM and whose name and address is:

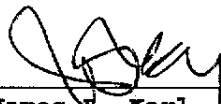
Cynthia Felice	1326 Wellshire Drive Katy, Texas 77494
Todd O'Reilly	1022 Lincoln Street, #334 Rhineland, Wisconsin 54501
Timothy O'Reilly	Rivergate Apartments, #1609, 115 2 nd Street S. Minneapolis, Minnesota 55401
Tedmond O'Reilly	W72 N344 Fox Point Avenue Cedarburg, Wisconsin 53012
Terrence O'Reilly	85 Burlington Avenue Wilmington, Massachusetts 01887
Nilda Castilleja-O'Reilly	765 Point Arguello Oceanside, California 92054

ARTICLE V.

TERM OF EXISTENCE: The period of duration for the limited liability company shall be unlimited

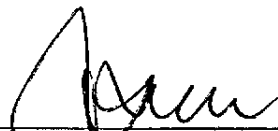
REQUIRED SIGNATURE:

I, **James L. Karl, II, Esq.**, hereby state that I am the authorized representative of Cynthia Felice, Todd O'Reilly, Timothy O'Reilly, Tedmond O'Reilly, Terrence O'Reilly, and Nilda Castilleja-O'Reilly, the managing members of the above stated limited liability company, and sign in that capacity below:



James L. Karl, II, Esq.,
Authorized Representative of a
Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)




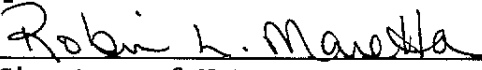
James L. Karl, II, Esq.
Name of Signee

State Of Florida
County Of Collier

The foregoing instrument was acknowledged before me this 7 day of March, 2005, by **James L. Karl, II, Esq.**

(Seal)

NOTARY PUBLIC-STATE OF FLORIDA
 **Robin L. Marella**
Commission #DD378877
Expires: NOV 15, 2008
Bonded Thru Atlantic Bonding Co., Inc.



Signature of Notary

Print, Type or Stamp Name of Notary
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