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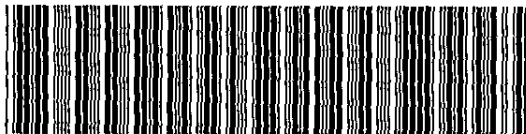
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Fruitville Properties, 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
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- ___ 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
- ___ Courier

005AUVU29596

Signature

Requested by:

ame SP Date 4/27/05 Time 10105

Walk-In Will Pick Up



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 28, 2005

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: FRUITVILLE PROPETIES, L.L.C.
Ref. Number: W05000021410

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for FRUITVILLE PROPETIES, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$155.00 payment.

The R.A. in Article V must have a Florida STREET address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 005A00029596

RE-SUBMIT
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RECEIVED
05 MAY -5 AM 9:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FRUITVILLE PROPERTIES, L. L. C.
a LIMITED LIABILITY COMPANY**

FILED
05 APR 27 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned adopt the following Articles of Organization for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act:

ARTICLE I

Name

The name of the limited liability company, referred to in these Articles as "Company", is FRUITVILLE PROPERTIES, L. L. C.

ARTICLE II

Duration

The period of duration of Company is twenty-five years beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE III

Purpose

The purpose for which Company is organized is to transact any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE IV

Principal Address

The address of Company's principal place of business in Florida is 37230 Glenwood Avenue, Myakka City, Florida 34251. This is also the mailing address PO Box 277, Myakka City, Florida 34251.

ARTICLE V

Registered Agent and Office

The name of Company's initial registered agent in Florida is Barbara Anson. The address of Company's registered office in Florida is 40451 State Road 70 East, Myakka City, Florida 34251.

ARTICLE VI

Capital Contributions

The total amount of cash contribution is One Thousand (\$1,000.00) Dollars. The initial members are:

PERCENTAGE OF OWNERSHIP	OWNER ENTITY
Fifty (50%) percent	Barbara J. Anson, as Trustee of the Barbara J. Anson Trust u/a/d 3/17/05
Fifty (50%) percent	Robert Anson, as Trustee of the Robert Anson Trust u/a/d 2/4/98

ARTICLE VII

Management

The Company is to be managed by two (2) managers. The initial managers are:

1. Barbara Anson, whose address is PO Box 277, Myakka City, Florida 34251;
2. Robert Anson, whose address is PO Box 277, Myakka City, Florida 34251;

who will serve until the first annual meeting of the members. Managers shall be elected annually by the members, with the vote of a majority in interest of the members.

ARTICLE VIII

Admission of New Members

Members shall have the right to admit new members. Such new members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE IX

Transfer of Members Interest

A member in the Company may transfer or assign his or her interest provided, if all of the members (not including the member transferring an interest) do not approve the transfer or assignment by unanimous written consent, the transferee of the interest will have no participation in the management of the affairs of the Company or become a member, though such transferee or assignee will be entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the transferrer or assignor would otherwise be entitled.

ARTICLE X

Distributions of Company Assets

The Company may, from time to time, distribute its property to its members, PROVIDED, in no event shall any distribution be made if after the distribution the Company would not be able to pay its debts as they become due in the usual course of business, or if after the distribution the Company's total assets would be less than the sum of its total liabilities. Distribution, when made, shall be allocated on the basis of each members' capital account. Distributions of Company assets may be made in cash or in kind.

ARTICLE XI

Distributions on Dissolution

Upon dissolution of the Company, the assets of the Company shall be distributed as provided in the Florida Limited Liability Company Act in effect at the time of dissolution.

ARTICLE XII

Amendment or Repeal of Articles

These Articles of Organization may be altered, amended or repealed by vote of the members of the Company, upon the affirmative vote of members owning not less than seventy-five (75%) percent of the total membership interest in the Company.

ARTICLE XIII

Regulations

The members of the Company may adopt and amend by affirmative vote of members owning not less than seventy-five (75%) percent of the total membership interest in the Company, regulations governing the management of the Company's affairs.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act the undersigned have executed these Articles of Organization on this ____ day of April, 2005, at Bradenton, Florida.

FRUITVILLE PROPERTIES, L.L.C., a Florida Limited
Liability Company

Barbara Anson

Barbara Anson, Manager

Robert Anson

Robert Anson, Manager

STATE OF FLORIDA

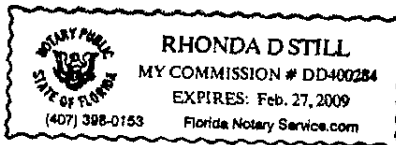
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 19th day of April, 2005 by
Barbara Anson, as Manager of Fruitville Properties, L.L.C., who is personally known to me or who
has produced _____ as identification and who did not take an oath.

Rhonda D Still
NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:

(SEAL)



STATE OF FLORIDA

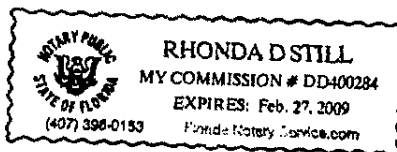
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 19th day of April, 2005 by
Robert Anson, as Manager of Fruitville Properties, L.L.C., who is personally known to me or who
has produced _____ as identification and who did not take an oath.

Rhonda D Still
NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:

(SEAL)



**CERTIFICATE OF REGISTERED
AGENT/REGISTERED OFFICE**

In accordance with Section 608.415 of the Florida Limited Liability Act, a registered agent is appointed as follows:

FRUITVILLE PROPERTIES, L. L. C., located at 37230 Glenwood Avenue, Myakka City, Florida 34251, names Barbara Anson, as its registered agent to accept service of process within Florida. The address of the registered agent is PO Box 277, Myakka City, Florida 34251.

Dated: April 19th, 2005

Fruitville Properties, L. L. C.


Barbara Anson, Manager


Robert Anson, Manager

Having been named as registered agent and to accept service of process for the above-named limited liability company at the street address designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity.

Dated: April 19th, 2005.


Barbara Anson, Registered Agent