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(Business Entity Name)

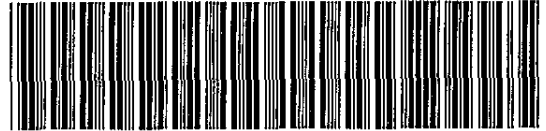
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TALLAHASSEE, FLORIDA

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05 MAY 16 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PITAL CONNECTION, INC.

Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Leemar Properties of
SW FL Inc

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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

Courier

**ARTICLES OF ORGANIZATION
OF
LEEMAR PROPERTIES OF SW FL, LLC
a Florida Limited Liability Company**

FILED
05 MAY 16 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes entitled the "Florida Limited Liability Company Act," do hereby adopt the following Articles of Organization for such company:

ARTICLE I

(Name)

The name of this limited liability company shall be:

LEEMAR PROPERTIES OF SW FL, LLC

ARTICLE II

(Duration/Continuation)

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate upon the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE III

(Purposes and Powers)

The general purpose for which the Company is organized is to buy, sell, exchange, lease, grant and improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds.

To transact any other lawful business for which a limited liability company may be organized under the laws of the State of Florida.

ARTICLE IV

(Principal Office and Address)

The mailing address and street address of the principal office of this company is 12204 Championship Circle, Ft. Myers, FL 33913.

ARTICLE V

(Registered Agent and Address)

The name and street address of the initial Registered Agent of this company for service of process in the State of Florida is DENNIS GUMBLICK, 12204 Championship Circle, Ft. Myers, FL 33913.

ARTICLE VI

(Capital Contributions)

A member's contribution to the capital of the Company may be in cash, property or services rendered, or a promissory note or other obligation to contribute cash or property

or to perform services. The Company shall keep at its principal office appropriate written records regarding the amount of cash and a description and statement of the agreed value of any other property or services contributed by each member and which each member has agreed to contribute.

ARTICLE VII

(Additional Capital Contributions)

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VIII

(Admission of New Members)

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLES IX

(Management of Company)

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company.

These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the company are:

<u>Name</u>	<u>Address</u>
DENNIS GUMBLICK	12204 Championship Circle Ft. Myers, FL 33913
DIANE M. MUTTER	12204 Champlonship Circle Ft. Myers, FL 33913

ARTICLE X

(Amendments)

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE XI

(Regulations)

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the Company by any amendments to the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

ARTICLE XII

(Informal Action of Members)

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

ARTICLE XIII

(Contracting Debt)

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this Company, unless approved by all of the members of the Company.

ARTICLE XIV

(Transferability of Member's Interest)

An interest of a Member of this 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 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 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.

ARTICLE XV

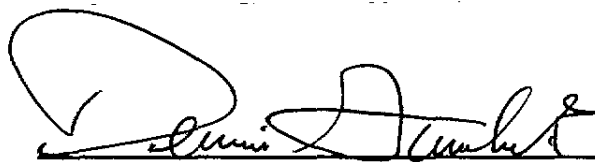
(Withdrawal or Reduction of Member's Contributions to Capital)

A Member shall not receive out of the Company property any part of his or her contribution to capital until:

1. all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them;
2. the consent of all members is had, unless the return of the contributions to capital may be rightfully demanded;
3. these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or her contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned members have made and subscribed these Articles of Organization for the foregoing uses and purposes this 13 day of May, 2005.


DENNIS GUMLICK, Member

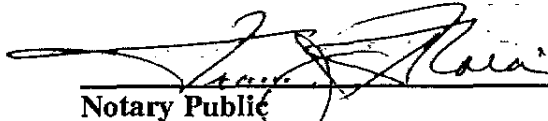

DIANE M. MUTTER, Member

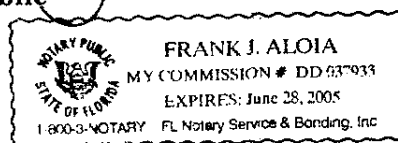
STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared DENNIS GUMLICK AND DIANE M. MUTTER, to me well known to be Members of the above limited liability company and who subscribed

the above Articles of Organization and they each freely and voluntarily acknowledged before me that they executed the same for the uses and purposes set forth therein.

13th IN WITNESS WHEREOF, I have set my hand and affixed my official seal this day of May, 2005.


Notary Public



ACCEPTANCE BY REGISTERED AGENT

I, **DENNIS GUMBLICK**, having been named as Registered Agent to accept service of process for the above stated limited liability company, at the place designated in the Articles of Organization, 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 this 13 day of May, 2005.


DENNIS GUMBLICK, Registered Agent