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(Address)

(Address)

(City/State/Zip/Phone #)

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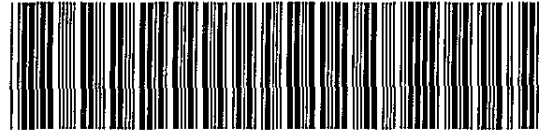
(Business Entity Name)

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SECURITY  
TALLAHASSEE, FLORIDA

N. Culligan

JUN 16 2005

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** R3 Properties, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Susan M. Noce

(Name of Person)

R3 Properties, LLC

(Firm/Company)

899 Brentwood Drive

(Address)

Venice, FL 34292

(City/State and Zip Code)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Susan Noce

(Name of Person)

at ( 941 ) 518-3954

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |   |  |
|--|---|---|--|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input checked="" type="checkbox"/> \$160.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|--|---|---|--|

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION**

**OF**

**R<sup>3</sup> PROPERTIES, LLC**

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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, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I – NAME**

The name of the limited liability company shall be R<sup>3</sup> Properties, LLC ("Company").

**ARTICLE II – PURPOSE AND POWER**

The purpose for which the Company is organized is to own, operate and manage property, real, personal and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the Managing Members of the Company.

**ARTICLE III – MAILING ADDRESS AND PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Company shall be 899 Brentwood Drive, Venice, Florida 34292.

**ARTICLE IV – INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the initial registered agent of the Company in the State of Florida is Susan M. Noce, 899 Brentwood Drive, Venice, FL 34292.

**ARTICLE V – MANAGEMENT**

The company is to be a member managed company.

The name and address of each of the Managing Members is as follows:

Ronald A. Noce  
899 Brentwood Drive  
Venice, Florida 34292

Susan M. Noce  
899 Brentwood Drive  
Venice, Florida 34292

Robert J. Prancevic  
5331 Beneva Woods Circle  
Sarasota, Florida 34233

Susan Chaney Prancevic  
5331 Beneva Woods Circle  
Sarasota, Florida 34233

Ralph R. Citino  
4461 Ascot Circle N.  
Sarasota, FL 34235

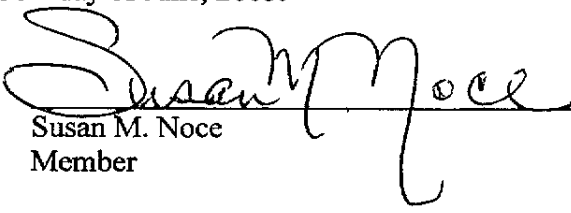
Dianne B. Citino  
4461 Ascot Circle N.  
Sarasota, FL 34235

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#### ARTICLE VI – OPERATING AGREEMENT

The Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise effect the interpretation of, the Operating Agreement of the Company, as amended and in existence from time to time.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization at Sarasota, Florida, as of this 9<sup>th</sup> day of June, 2005.

  
Susan M. Noce  
Member

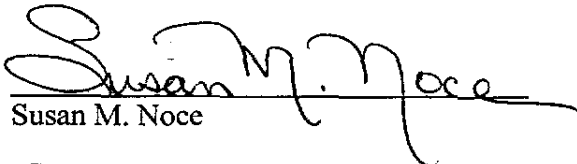
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the limited liability company described below submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the limited liability company is: R3 Properties, LLC.
2. The name and address of the registered agent and office is:

Susan M. Noce  
899 Brentwood Drive  
Venice, Florida 34292

*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 as registered agent.*

  
Susan M. Noce

  
Date

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