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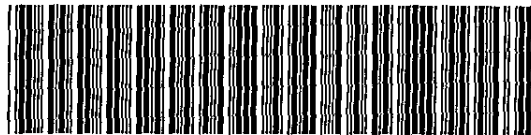
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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

J BRYAN AUG 11 2005

TRANSMITTAL LETTER

TO: Department of State
Division of Corporations, Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

SUBJECT: Katopa, L.L.C.

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

Please return all correspondence concerning this matter to the following:

Alison Hand
39 Logan Lane, Suite 5B
Santa Rosa Beach, FL 32459

For further information concerning this matter, please call:
Alison Hand at (850) 231-1241

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF KATOPA, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liabilities companies for profit. We further declare that the following articles shall be the charter and authority of the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be KATOPA, L.L.C., and its principal place and of business and mailing address shall be at 21911 E. Peakview Drive, Aurora, CO 80016, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

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HALLANDER-SEE, FLORIDA

1. To engage in the business of purchasing and selling real estate.
2. To engage in any other activity or business authorized under the Florida Statutes.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLES III

MEMBERS, MEMBERSHIP INTERESTS AND CAPITAL CONTRIBUTIONS

The members, membership interests and capital contributions shall be, as follows: ____

<u>Member</u>	<u>Membership Interest</u>	<u>Capital Contributions</u>
Karen R. Lightner	1/3	\$100.00
Todd R. Lightner	1/3	\$100.00
Paige A. Lightner	1/3	\$100.00

Additional contributions may be made as required, as determined by a fifty-one percent (51%) vote of membership interests.

ARTICLE IV

PROFITS AND LOSSES

(a) **Sharing of Profits.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the

payment of the expenses of conducting the business of the limited liability company.

Each member shall be entitled to the distributed share of the profits specified in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

(b) **Losses.** All losses that occur in the operation of the limited liability company business and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

ARTICLE V

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This article (and the regulations of the limited liability company) may be amended from time to time by a fifty-one percent (51%) vote of the membership interest of the limited liability company.

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PALM BEACH, FLORIDA

ARTICLE VI

DURATION

This limited liability company shall exist until twenty-five (25) years from the date of filing these articles with the Department of State, or until dissolved in a manner provided by law, or provided in the regulations adopted by the members.

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TALLAHASSEE, FLORIDA

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 21911 E. Peakview Drive, Aurora, CO 80016.

ARTICLE VIII

MANAGEMENT

A. This limited liability company shall be managed by the managing member; however, all of the following shall require a fifty-one percent (51%) vote from the members:

- a. assigning property to creditors or other assignees;
- b. confessing a judgment;
- c. submitting a claim to arbitration;
- d. executing and delivering any debt instruments;

- e. conveying real or personal property of KATOPA, L.L.C.;
- f. pledging a member's membership interests to individuals or entities outside of KATOPA, L.L.C.;
- g. disposing of the goodwill of the company.

The name and address of the initial member, who shall serve as manager until the first annual meeting of members, or until his/her successor is elected and qualifies, is as follows:

Karen R. Lightner, 21911 E. Peakview Drive, Aurora, CO 80016.

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DEPUTY CLERK OF COURTS
TALLAHASSEE, FLORIDA

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 39 Logan Lane, Suite 5B, City of Santa Rosa Beach, County of Walton, State of Florida, and the name of its initial registered agent at such address is Alison Hand.

ARTICLE X

RESTRICTION ON MEMBERSHIP

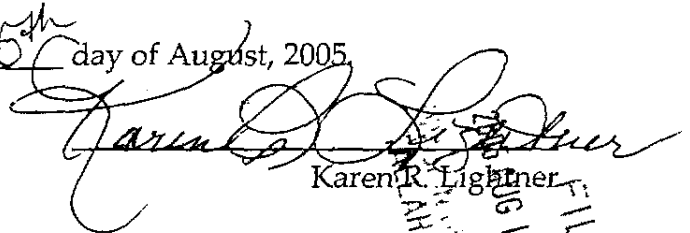
Members shall have the right to admit new members by a fifty-one percent (51%) vote of the existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member interests in the limited liability company may not be sold or otherwise transferred except with a fifty-one percent (51%) vote of the then existing members.

Upon the death, retirement, resignation expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon a fifty-one percent (51%) vote of the remaining members.

The undersigned being an original member of the limited liability company, hereby certifies that the foregoing constitute the Articles of Organization for KATOPA, L.L.C.

Executed by the undersigned on this the 5th day of August, 2005.

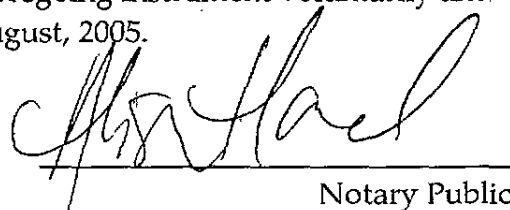

Karen R. Lightner

STATE OF: ~~Colorado~~ Florida
COUNTY OF: Walton

Before me, the undersigned authority, personally appeared Karen R. Lightner who is personally known to me or who produced _____ as identification, being first duly sworn, states that he executed the foregoing instrument voluntarily and for the purposes therein stated this 5th day of August, 2005.



Alison Hand
Commission # DD302828
Expires May 29, 2008
My Comm. Exp. Date - 5/29/2008, 030-466-7018


Notary Public

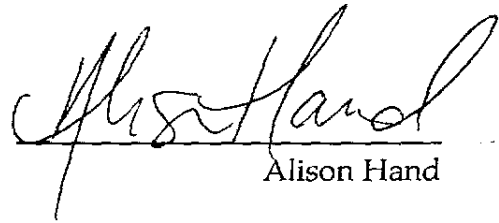
My Commission Expires:

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CLARKE COUNTY, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company at the place designated in these Articles, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 5th day of August, 2005.


Alison Hand

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA