

WS 000091915

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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : KNOTT, CONSOER, EBELINI HART & SWETT, P.A.
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LIMITED LIABILITY COMPANY

DeSoto Land Investment, LLC

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ARTICLES OF ORGANIZATION
OF
DESOTO LAND INVESTMENT, LLC

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be DeSoto Land Investment, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal place of business of the Company in Florida shall be 18141 Nalle Road, North Fort Myers, FL 33917.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to conduct and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent and office of the Company in the State of Florida is George H. Knott, Esq., Knott, Consoer, Ebelini, Hart & Swett, P.A., 1625 Hendry Street, Suite 301, Fort Myers, FL 33901.

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ARTICLE VI - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the amounts set forth below beside their respective names:

<u>Name and Address of Member</u>	<u>Capital Contribution</u>	<u>Initial Member Percentage Interest</u>
Gerald S. Dodd 104 West Superior Street Duluth, MN 55802	\$7,645,000.00	55%
Lakeside Partners of Minnesota, L.P. 104 West Superior Street Duluth, MN 55802	\$2,780,000.00	20%
Gary L. Moline 2113 Woodhaven Lane Duluth, MN 55803	\$486,500.00	3.5%
Idelson Ventures I, LC Post Office Box 61532 Fort Myers, FL 33906	\$1,390,000.00	10%
Kenton R. Keiling 16115 Aralia Drive Punta Gorda, FL 33955	\$208,500.00	1.5%
Mark R. Penfield 18141 Nalle Road North Fort Myers, FL 33917	\$1,390,000.00	10%

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ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as expressly provided for in the Regulations of the Company, 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 of the members. A member may transfer the member's interest in the Company only as set forth in the Regulations of the Company, but the transferee, except as is expressly provided for in the Regulations of the Company, shall have no right to participate in the management and affairs of the company or become a member unless all of the other members of the company, other than the member proposing to dispose of an interest, approve of the proposed transfer, by unanimous written consent.

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ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The members of the limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE IX - MANAGEMENT

The Company shall be managed by a Manager and the name and address of the Manager are:

Name of Manager

Gerald S. Dodd

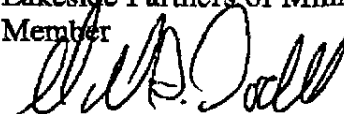
Address of Managers

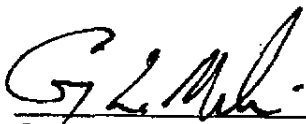
104 West Superior Street
Duluth, MN 55802

IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledge them to be our act this 19th day of September, 2005.


Gerald S. Dodd, Member

Lakeside Partners of Minnesota, L.P.
Member


Gerald S. Dodd, Managing Member


Gary L. Moline, Member

Idelson Ventures I, LC, Member


Charles K. Idelson, Managing Member


Kenton R. Keiling, Member


Mark R. Penfield, Member

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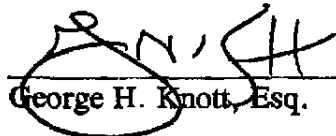
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for DeSoto Land Investment, LLC at the place designated in the Articles of Organization, George H. Knott, Esq., agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated: September 19, 2005



George H. Knott, Esq.

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