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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 665702 80856A

AUTHORIZATION : *Patricia Pigut*

COST LIMIT : \$ 155.00

ORDER DATE : October 21, 2005

ORDER TIME : 1:45 PM

ORDER NO. : 665702-005

CUSTOMER NO: 80856A

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TALLAHASSEE, FLORIDA

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NAME: DOWNTOWN ASSOCIATES UNLIMITED,
L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 2916

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF

DOWNTOWN ASSOCIATES UNLIMITED, L.L.C.

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SEC. 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 make, acknowledge, and file the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be Downtown Associates Unlimited, L.L.C. ("The Company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company shall be 1611 Hendry Street, Suite 10, Fort Myers, FL 33901.


ARTICLE III – DURATION

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 be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent is: JOANN PEEPLES, 1611 Hendry Street, Suite 10, Fort Myers, FL 33901.

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 the 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 as provided for in Chapter 608 Florida Statutes.


JoAnn Peeples

ARTICLE V – INITIAL MEMBERS/ADMISSION OF NEW MEMBERS

The initial member of the limited liability company is: JOANN PEEPLES.

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on 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 management of 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.

VI – CONTINUITY

The members will have the right to continue the company upon the death, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any event which terminates the continued membership of a member in the company (collectively "withdrawal") as long as there is a remaining member, and the remaining member or members, agree to continue the company by unanimous written consent after the withdrawal of a member.

ARTICLE VII – TERMINATION OF EXISTENCE

The limited liability company shall be dissolved at any time there are no members, provided, that if an individual who is a member dies, the member's personal representative may exercise all of the member's rights for the purpose of settling the members estate; including any power the member had to give an assignee the right to become a member.


ARTICLE VIII – MANAGEMENT

The management of the limited liability company shall be managed by the members provided that they may appoint a manager who need not be a member of the company by unanimous agreement. The joint members of the limited liability company shall have full power and authority by majority vote to conduct the business of the company, including without limitation, the power and authority to sell, convey, encumber, manage, deal with and otherwise dispose of both real and personal property, enter into contracts of any nature on behalf of the company, and open and close bank accounts as the authorized signer for the company. The initial manager is JOANN PEEPLES. The address of the initial manager is 1611 Hendry Street, Suite 10, Fort Myers, FL 33901.

IX - LIABILITY OF MEMBERS

Members and Managers of the limited liability company are not personally liable under a judgment, decree, or order of a court or in any other manner, for a debt obligation or liability of the company.

IN WITNESS WHEREOF, the undersigned organizer(s) have made and subscribed these articles of organization at Fort Myers, Florida, on this 21 day of October, 2005.

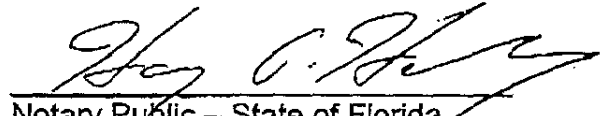

JoAnn Peeples

STATE OF FLORIDA
COUNTY OF LEE

Sworn to and subscribed before me this 21 day of October, 2005,
by JOANN PEEPLES who is personally known to me or who produced
personally known as identification.



Harry O. Hendry
MY COMMISSION # DD072197 EXPIRES
March 20, 2006
BONDED THRU TROY FAIR INSURANCE INC.


Notary Public - State of Florida
Print Name _____
Commission No. _____
My Commission Expires: _____