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NUCKOLLS, JOHNSON, BELCHER & FERRANTE, P.A.

ATTORNEYS AND COUNSELORS AT LAW

THE TIDEWATER BUILDING

HUGH PAUL NUCKOLLS

KARL L. JOHNSON

W. GUS BELCHER, II

*CRAIG FERRANTE

*BOARD CERTIFIED IN
CIVIL TRIAL PRACTICE

MAILING ADDRESS:

P. O. DRAWER 2199

FORT MYERS, FLORIDA 33902-2199

SUITE 303

1375 JACKSON STREET

FORT MYERS, FLORIDA 33901

(239) 334-3400

December 12, 2005

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Incorporation of the
Articles of Organization
Of Top-Sell Realty Group, LLC

Dear Ladies and Gentlemen:

Enclosed please find the original and two copies of the Articles of Organization of Top-Sell Realty Group, LLC. Also enclosed is my check in the amount of \$125.00 to cover the \$100.00 filing fee and \$25.00 Registered Agent Fee. I do not desire a certified copy of the Articles.

After the Articles have been filed, please return to me a copy stamped with the date of filing on same. I have enclosed self-addressed, stamped enveloped for your convenience.

If you should have any questions, please do not hesitate to contact me.

Sincerely yours,



HUGH PAUL NUCKOLLS

Sent Via Federal Express

Enclosures: as stated
HPN/jmw
#61state.L
Cc: Ray Floyd

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TALLAHASSEE
FLORIDA
DEC 13 A 9 32

ARTICLES OF ORGANIZATION

OF

TOP-SELL REALTY GROUP, LLC

The undersigned certify that they desire to form a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

**NAME AND PRINCIPAL PLACE OF BUSINESS
AND MAILING ADDRESS**

The name of the limited liability company shall be TOP-SELL REALTY GROUP, LLC, and its principal office address and mailing address shall be 3848 Colonial Boulevard, Fort Myers, Florida 33912, in the County of Lee, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

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

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on as a realtor and any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted

by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or ~~going out~~ of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall,

except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

8. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida law, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and 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 may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

Management of this limited liability company reserved to its members, whose names and addresses are as follows:

RVB Holdings, LLC, a Florida LLC
3848 Colonial Blvd.
Ft. Myers, FL 33912

Rachel R. Telfor
3848 Colonial Blvd.
Ft. Myers, FL 33912

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MAR 13 A 9 32
CLERK OF DISTRICT COURT
TALAMON, CLERK

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On 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 on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Three Thousand Dollars (\$3,000.00) cash shall be paid to the limited liability company by RACHEL R. TELFOR and Nine Thousand Dollars (\$9,000.00) by RVB HOLDINGS, LLC. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportionate shares of twenty-five (25%) percent for RACHEL R.

TELFOR and seventy-five (75%) percent for RVB HOLDINGS, LLC.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. 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 a distributive share of the profits based on the percentage of ownership of each member. The distributive share of the profits shall be determined and paid to the members as authorized by the members.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in amounts equal to the percentage of ownership of each member.

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in the manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX


INITIAL REGISTERED OFFICE AND REGISTERED AGENT

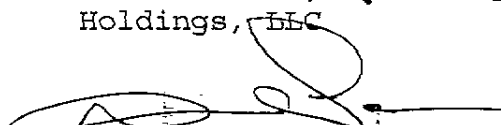
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2015 DEC 13 A 632
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


The address of the initial registered office of the limited liability company is 3848 Colonial Boulevard, Fort Myers, Florida 33912, County of Lee, State of Florida, and the name of the company's initial registered agent at that address is RACHEL R. TELFOR.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of TOP-SELL REALTY GROUP, LLC.

Executed by the undersigned at Fort Myers, Lee County, Florida on this 6 day of Dec, 2005.


E. RAY FLOYD, Member of RVB Holdings, LLC


VINCE PATTI, Member of RVB Holdings, LLC


BRAD STAHLHUT, Member of RVB Holdings, LLC


RACHEL R. TELFOR

FILED
DEC 13 A 9 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, this day personally appeared E. RAY FLOYD, who is personally known to me ~~or who has produced~~ _____ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 6th day of December, 2005.

My commission expires:



NOTARY PUBLIC

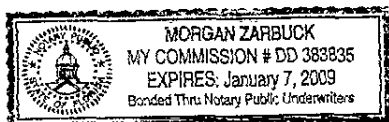
Name: MORGAN ZARBUCK

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, this day personally appeared VINCE PATTI, who is personally known to me ~~or who has produced~~ _____ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 6th day of December, 2005.

My commission expires:



NOTARY PUBLIC

Name: MORGAN ZARBUCK

STATE OF FLORIDA)
)
COUNTY OF LEE . .)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, this day personally appeared BRAD STAHLHUT, who is personally known to me ~~or who~~ ~~has produced~~ _____ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 6th day of December, 2005.

My commission expires:



NOTARY PUBLIC

Name: MORGAN ZARBUCK

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, this day personally appeared RACHEL R. TELFOR, who is personally known to me ~~or who~~ ~~has produced~~ _____ as identification, and who did take an oath, and who has acknowledged before me that she has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 6th day of December, 2005.

My commission expires:



NOTARY PUBLIC

Name: MORGAN ZARBUCK

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2005 DEC 10 A 9:32
TALLAHASSEE, FLORIDA

**STATEMENT DESIGNATING REGISTERED AGENT
AND OFFICE**

STATE OF FLORIDA)
)
COUNTY OF LEE)

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

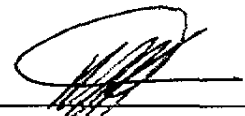
The name of the limited liability company is TOP-SELL REALTY GROUP, LLC.

The name of the registered agent for TOP-SELL REALTY GROUP, LLC is RACHEL R. TELFOR and the street address of the company's registered office where the agent is located is 3848 Colonial Boulevard, Fort Myers, Florida 33912.

This statement is to acknowledge that, as indicated above, TOP-SELL REALTY GROUP, LLC, has appointed me, RACHEL R. TELFOR, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 compete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

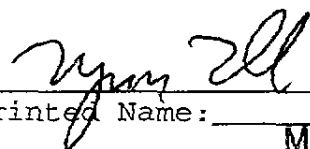
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SECRETARY OF STATE
JAN 13 4 29 PM '09

Dated this 2 day of December, 2005.


RACHEL R. TELFOR

The foregoing instrument was acknowledged before me
this 2nd day of December, 2005, by RACHEL R.
TELFOR, agent on behalf of TOP-SELL REALTY, LLC, a limited
liability company. She is personally known to me ~~or has produced~~
_____ as identification.

NOTARY PUBLIC - STATE OF FLORIDA:


Printed Name: MORGAN ZARBUCK

Affix Seal Below:



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2005 DEC 13 A 9 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA