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(Requestor's Name)

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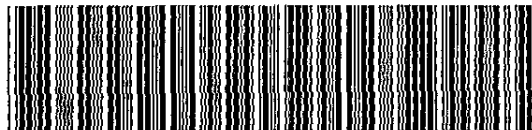
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LD5-119896
OK

Holly A. Harmon, Chartered

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Board Certified Real Estate Attorney

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December 12, 2005

VIA OVERNIGHT DELIVERY

Florida Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee FL 32399

RE: Filing Articles of Organization – Florida Limited Liability Company
F3 & H3 of Naples, LLC

Dear Division of Corporations:

Enclosed are the original and one (1) conforming copy of the executed Articles of Organization for the referenced proposed limited liability company, together with Check No. 1077 payable to Florida Department of State, Division of Corporations in the amount of \$125.00 for associated filing fees.

At your earliest convenience, please file the enclosed articles, and return the file stamped copy of same to this office. Thank you in advance for your cooperation and assistance.

Sincerely,



Kirstin Talley
Processor/Closer

HAH/
Enclosures as Stated

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
F3 & H3 OF NAPLES, LLC

Article 1. Name

The name of the Limited Liability Company is:

F3 & H3 of Naples, LLC

Article 2. Initial Mailing Address and Principal Office

The initial mailing address of the Limited Liability Company is 164 Bayview Avenue, Naples FL 34108. The street address of the initial principal office of the Limited Liability Company is 164 Bayview Avenue, Naples FL 34108.

Article 3. Initial Registered Agent and Office

The name of the initial registered agent of the Limited Liability Company is Marc Freije. The street address of the initial registered agent of the Limited Liability Company is 164 Bayview Avenue, Naples FL 34108.

Article 4. Statement of Management and Members

The Limited Liability Company shall be managed by the Members in accordance with the terms and provisions of the Operating Agreement. The Limited Liability Company is a manager-managed company. The initial Managing Member is Marc Freije. The initial Member is Marc Freije.

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Article 5. Statement of Purpose

The Limited Liability Company's stated purpose is real estate investment.

Article 6. Commencement of Existence

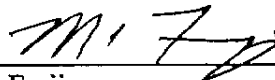
The Limited Liability Company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State.

Article 7. Amendment

The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment hereto in accordance with the Operating Agreement of the Limited Liability Company, and any right conferred upon the Member or Members is subject to said right.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization on this

9th day of December, 2005.



Marc Freije
Managing Member

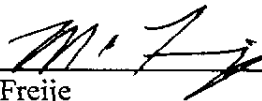
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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of F3 & H3, LLC, which is contained in the foregoing Articles of Organization. I am familiar with, and accept, the obligations of such a position as provided for under Chapter 608, Florida Statutes.

Dated this 9th day of December, 2005.



Marc Freije
Registered Agent

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TALLAHASSEE, FLORIDA