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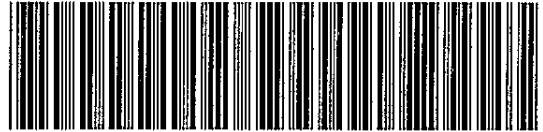
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23

LOREN E. BODEM, CHARTERED

ATTORNEY AT LAW
947 SE CENTRAL PARKWAY
STUART, FLORIDA 34994

LOREN E. BODEM
ADMITTED: FLORIDA, MICHIGAN
AND MINNESOTA BAR

TELEPHONE
(772) 286-4265

FACSIMILE
(772) 286-2698

December 28, 2005

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: 2001 Sailfish, LLC

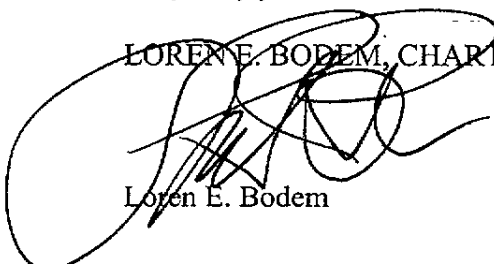
Dear Madam or Sir:

Enclosed is an original and one copy of Articles of Organization and a check in the amount of \$125.00 to cover the cost of filing same.

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Very truly yours,

LOREN E. BODEM, CHARTERED


Loren E. Bodem

LEB/kam

Enclosures

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DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION
OF
2001 SAILFISH, LLC**

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The undersigned, acting as Organizers of a company under the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization for such Company:

NAME: The name of this Organization is 2001 SAILFISH, LLC.

DURATION: The period of duration of this Organization shall be perpetual.

PURPOSE: The purpose of this Organization is the purchase, sale, ownership and management of real property and otherwise to engage in any activities or business permitted under the laws of the United States and Florida.

PRINCIPAL OFFICE: The mailing and street address of the principal office of this Organization shall be 1 Railroad Avenue, Cooperstown, NY 13326.

INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial Registered Agent of this Organization is LOREN E. BODEM, 947 SE Central Parkway, Stuart, FL 34994. The manager(s) of this Organization may from time to time move the Registered Office to any other address in the State of Florida.

ADDITIONAL MEMBERS: The members may admit additional members upon payment by the additional member of an amount in cash or agreed value of property to that of existing members at the time of admission, and upon consent of each of the existing members.

CONTINUATION OF BUSINESS: The members shall have the right to continue the business on 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.

INITIAL MANAGER: This Organization shall be managed by two managers. The number of managers may be either increased or decreased from time to time by an amendment of the Bylaws of the Organization in the manner provide by law, but shall never be less than one. The names and addresses of the initial managers of this Organization are:

Walter G. Rich	Karine M. Rich
1 Railroad Avenue	1 Railroad Avenue
Cooperstown, NY 13326	Cooperstown, NY 13326

ORGANIZERS: The names and street addresses of the person(s) signing these Articles of Organization are:

Walter G. Rich	Karine M. Rich
1 Railroad Avenue	1 Railroad Avenue
Cooperstown, NY 13326	Cooperstown, NY 13326

AMENDMENT OF ARTICLES: This Organization reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendments hereto, and any right conferred upon the members is subject to this reservation.

INDEMNIFICATION: The Organization shall be empowered to indemnify any manager in the manner set out and provided for in the Bylaws of this Organization.

IN WITNESS WHEREOF the undersigned Organizer(s) have executed these Articles of Organization this 23 of DECEMBER, 2005


WALTER G. RICH, Organizer


KARINE M. RICH, Organizer

STATE OF NEW YORK
COUNTY OF OTSEGO

Before me, the undersigned authority, personally appeared WALTER G. RICH and KARINE M. RICH to me known to be the person(s), or who presented identification in the form of _____, and who executed the foregoing Articles of Organization and they acknowledged to and before me the execution of such instrument.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 23 day of DECEMBER, 2005.


Notary Public

NATHAN R. FENNO
Notary Public, State of New York
Otsego County, No. 4786561
My Term Expires 3/30/2007

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of 2001 SAILFISH, LLC depose and say:

1. the above named liability company has at least two members;
2. the total amount of property contributed by the members is \$1,200,000;
3. the property contributed by the members consists of real property described as;

Unit No. 201 of 2001 Sailfish Point Boulevard, a Condominium, according to The Declaration of Condominium recorded in Official Records Book 532, Page 1957, and all exhibits and amendments thereof, Public Records of Martin, Florida.

4. there are no additional contributions anticipated by members.

FURTHER AFFLIANTS SAYETH NOT.


WALTER G. RICH, Manager



KARINE M. RICH, Manager

STATE OF NEW YORK

COUNTY OF OTSEGO

Before me, the undersigned authority, personally appeared WALTER G. RICH and KARINE M. RICH to me known to be the person(s), ~~or who presented identification in the form of~~ _____ and who executed the foregoing Affidavit of Membership and Contributions and they acknowledged to and before me the execution of such instrument.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 23 day of DECEMBER, 2005.


Notary Public

NATHAN R. FENNO
Notary Public, State of New York
Otsego County, No. 4786561
My Term Expires 3/30/2007

NATHAN R. FENNO
Notary Public, State of New York
Otsego County, No. 4786561
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**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE OF
FLORIDA, AND NAMING THE REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED**


In compliance with Florida Statutes 48.091 and 608.415, the following is submitted:

That 2001 SAILFISH, LLC desiring to qualify under the laws of the State of Florida, with its principal place of business in the County of Martin, State of Florida, has named LOREN E. BODEM, at 947 SE Central Parkway, Stuart, Florida, 34994, as its initial Registered Agent to accept service of process within the State of Florida.

Dated this 23 day of DECEMBER, 2005.

2001 SAILFISH, LLC


WALTER G. RICH, Organizer


KARINE M. RICH, Organizer

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Having been named to accept service of process for the above Organization at the place designated above, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 23 day of December, 2005.


LOREN E. BODEM, Registered Agent