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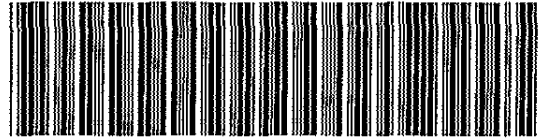
(Business Entity Name)

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OVERSTREET, MILES, RITCH & CUMBIE, P.A.
ATTORNEYS AT LAW

100 Church Street
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R. Stephen Miles, Jr.
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Quinn B. Clark

14 December 2005

Department of State
Florida Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Vision Capital of America, L.L.C

Gentlemen,

Enclosed please find an original and one copy of the Articles of Organization for the above referenced limited liability company together with our firm check in the amount of \$125.00 for the filing fee. Kindly acknowledge receipt and filing by date stamping and returning the copies to this office.

Thank you for your assistance and cooperation.

Cordially,


Quinn B. Clark, Esquire

Enclosures

605-55721

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DEPT OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 20, 2005

QUINN B. CLARK, ESQUIRE
OVERSTREET, MILES, RITCH & CUMBIE, P.A.
100 CHURCH STREET
KISSIMMEE, FL 34741

SUBJECT: VISION CAPITAL OF AMERICA, L.L.C.
Ref. Number: W05000055721

We have received your document for VISION CAPITAL OF AMERICA, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please note that your "Acceptance of Registered Agent" refers to "Incorporation" and to the Corporation statute.

Please also note that LLC documents do not require notarization.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 505A00072783

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TALLAHASSEE, FLORIDA

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01 January 2006

Department of State
Florida Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

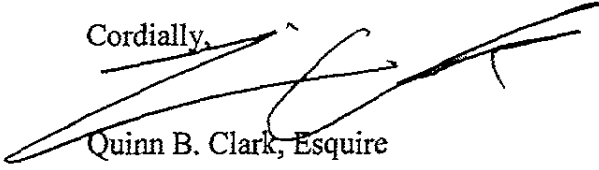
Re: Vision Capital of America, L.L.C

Gentlemen,

Enclosed please find an original amended copy of the articles of organization for the above referenced limited liability company. Sorry for the error.

Thank you for your assistance and cooperation.

Cordially,


Quinn B. Clark, Esquire

Enclosure

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06 JAN -4 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

VISION CAPITAL OF AMERICA, L.L.C. A Florida Limited Liability Company

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby make, acknowledge, and file the following Articles of Organization:

ARTICLE I -- NAME

The name of the Limited Liability Company shall be VISION CAPITAL OF AMERICA, L.L.C.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 1012 West Emmett Street, Suite B, Kissimmee, Florida 34741.

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 unless the company is dissolved earlier as provided in these articles of organization or in a properly filed operating agreement.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The initial registered agent in Florida for the company is Harry Urban, and the initial registered office is located at 1012 West Emmett Street, Suite B, Kissimmee, Florida 34741.

ARTICLE V -- MEMBERS

The company shall have at least one member. 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 of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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ARTICLE VI - CONTINUITY OF BUSINESS

The company shall be dissolved on the death, retirement, resignation, bankruptcy, expulsion, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, or upon any other event that, under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, would result in dissolution of the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE VII -- MANAGEMENT

The overall management and control of the business and affairs of the company shall be vested in its members in equal shares as provided in these Articles of Organization and Section 608.407 of the Florida Limited Liability Company Act, Florida Statutes Chapter 608. Any and all action by the company shall require the vote of members holding a majority interest in the Company. The initial members shall be as follows:

<u>Name</u>	<u>Position</u>
Harry Urban	Member/Manager
Howard Chanin	Member/Manager

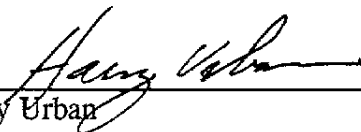
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TALLAHASSEE, FLORIDA

ARTICLE VIII - INDEMNIFICATION

Except as expressly provided in a properly filed Operating Agreement, the company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization in Osceola County, Kissimmee, Florida, this 3rd day of January, 2006.

VISION CAPITAL OF AMERICA, L.L.C.
A Florida Limited Liability Company



Harry Urban

STATE OF FLORIDA,
COUNTY OF OSCEOLA

The foregoing instrument was subscribed before me this 3rd day of January, 2006, by Harry Urban, as Member/Manager of Vision Capital of America, L.L.C., who is personally known to me or who has produced _____ as identification.



Judith A. Machmiller
Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Vision Capital of America, L.L.C. at the place designated in the Articles of Organization, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statutes 608.415.

Harry Urban
Harry Urban

Subscribed by me this 3rd day of
January, 2006.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA