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Division of Corporations

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M. Thomas JAN 06 2006

FLORIDA/FOREIGN LIMITED LIABILITY CO.

370 EAST RAILROAD DEVELOPMENT, LLC

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**ARTICLES OF ORGANIZATION
OF
370 EAST RAILROAD DEVELOPMENT, LLC**

The undersigned, a member or authorized representative, hereby subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes) and in accordance with F.S. § 608.407.

1. Name. The name of the Company is 370 East Railroad Development, LLC.
2. Mailing Address and Street Address of Principal Office.

Street Address: 370 E. Railroad Avenue, Boca Grande, Florida 33921.
Mailing address: P.O. Box 762, Boca Grande, Florida 33921

3. Name and Street Address of Initial Registered Agent. The name and street address of the Company's initial registered agent is Patrick W. Ryskamp, 200 South Orange Avenue, Sarasota, Florida 34236.

4. Management. The Company shall be a manager-managed company. The initial managers of the Company are Henry J. Browne and Susan Browne. The Managers may be changed in the manner provided in the Operating Agreement of the Company.

5. Existence. In accordance with F.S. § 608.409, the Company's existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement.

6. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

In witness whereof, the undersigned member or authorized representative has executed these Articles of Organization as of the 5th day of January 2006 (the "Execution Date").


Patrick W. Ryskamp
Member or Authorized Representative

ACKNOWLEDGEMENT OF REGISTERED AGENT

In accordance with F.S. §§ 608.407(c) and 608.415, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Limited Liability Company Act and hereby accepts appointment as the initial registered agent of the Company.

In witness whereof, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.


Patrick W. Ryskamp
As Registered Agent

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