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* BOARD CERTIFIED - WILLS, TRUSTS & ESTATES
+ CERTIFIED PUBLIC ACCOUNTANT (FL)
+ ALSO ADMITTED IN IOWA

VIA FEDERAL EXPRESS

January 31, 2006

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: JUST FOR FUN, LLC

Dear Sirs:

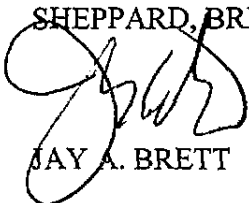
Enclosed herewith are proposed Articles of Organization in reference to the captioned limited liability company. Also enclosed is our check in the amount of \$125.00 to cover the following:

Filing Fee	\$ 100.00
Resident Agent Fee	\$ 25.00
	\$ 125.00

If the Articles of Organization meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Organization.

Very truly yours,

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.



JAY A. BRETT

JAB:dlb
Enclosures
B-4000

cc: Mr. Carl Barraco (via e-mail)

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ARTICLES OF ORGANIZATION
OF

JUST FOR FUN, LLC

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of the Limited Liability Company shall be JUST FOR FUN, LLC ("Company"). The mailing address and principal office of the Company is: 2271 McGregor Boulevard, Fort Myers, Florida 33901.

ARTICLE II
DURATION

The Company shall commence its existence upon the filing of these Articles of Organization, and its existence shall be perpetual unless the Company is dissolved as provided in these Articles of Organization.

ARTICLE III
PURPOSES AND POWERS

The general purpose for which the Company is organized is to acquire, own, hold, develop, finance, lease and sell real property, and to conduct other activities incident to same. The Company shall also be authorized to transact any lawful business for which a Limited Liability Company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is CARL A. BARRACO, 2271 McGregor Boulevard, Fort Myers, Florida 33901.

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ARTICLE V
MANAGEMENT

The Company shall be managed by the Members in accordance with the Operating Agreement adopted from time to time by the members for the management of the business and affairs of the Company. Such Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 31 day of January, 2006.

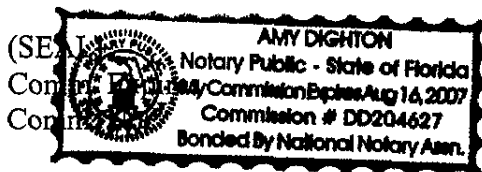


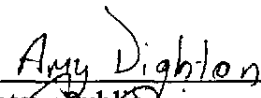
CARL A. BARRACO


STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 31st day of January, 2006, by CARL A. BARRACO, who (☒) is personally known to me or () has produced _____ as identification.





Notary Public


Printed Notary Signature

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for JUST FOR FUN, LLC, at the place designated herein, I hereby accept the 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 complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 608, Florida Statutes.

Carl A. Barraco
CARL A. BARRACO

Date: 1-31-06

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TALLAHASSEE, FLORIDA
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