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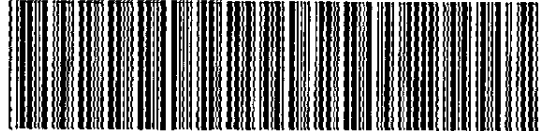
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SECTION 1, JUDGE  
TALLAHASSEE, FLORIDA

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**BURROWS & JESTER, P.A.**

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TOM G. BURROWS  
JERRY L. JESTER

RUTH A. SCOTT  
PROBATE PARALEGAL

March 6, 2006

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

RE: CWL Development, LLC

Gentlemen:

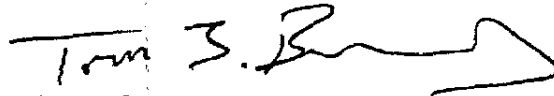
Enclosed please find Articles of Organization for **CWL Development, LLC** to be filed. A copy of the Articles for you to conform and return to this office is enclosed with a self-addressed, stamped envelope.

Acceptance by the Registered Agent is also enclosed.

Our check payable to the Secretary of State in the amount of \$125.00, representing \$100.00 for filing the Articles of Incorporation and \$25.00 for Designation of Registered Agent, is also enclosed.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,



Tom G. Burrows

TGB/rs  
Enclosures  
cc: Joyce Carlton

**ARTICLES OF ORGANIZATION  
OF  
CWL DEVELOPMENT, LLC**  
A Florida Limited Liability Company

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**

The name of the limited liability company shall be CWL DEVELOPMENT, LLC ("Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the company is 93 Delannoy Ave., #505, Cocoa, Florida 32922.

**ARTICLE III - DURATION**

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the regulations.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida are LODIA JOYCE CARLTON, 93 Delannoy Ave., #505, Cocoa, Florida 32922.

#### **ARTICLE V – PURPOSE**

The purpose of this company may include the transaction of any and all lawful business for which limited liability companies may be organized in the State of Florida; specifically including, but without limitation, the acquisition, development, operation, management, sale and leasing of real estate.

#### **ARTICLE VI – CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

#### **ARTICLE VII– ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

#### **ARTICLE VIII – ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations, 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 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 members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### **ARTICLE IX – MEMBERS' RIGHT TO CONTINUE BUSINESS**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continue membership of a member in the company, unless the

business of the company is continued by 51% majority vote of all the remaining members.

#### **ARTICLE X - MANAGEMENT**

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the company is:

NAME

ADDRESS

Lodia Joyce Carlton

93 Delannoy Ave., #505, Cocoa, FL 32922

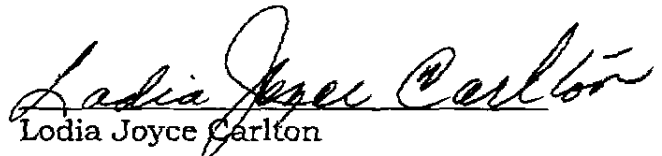
#### **ARTICLE XI - POWERS**

The LLC shall have all powers authorized by Florida Statute 608.404 which includes, without limitation, the powers to acquire and convey real and personal property, to make contracts, execute and deliver deeds, leases, notes, mortgages, borrow money and secure its obligations.

#### **ARTICLE XII - PROFITS AND LOSSES**

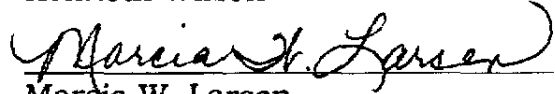
Members shall share profits and losses of the LLC in the same percentages as their capital contributions bear to the total of contributed capital, or as may be set forth in the Operating Agreement signed by the members.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed to these Articles of Organization at Merritt Island, Florida, on this 3rd day of March, 2006.

  
Lodia Joyce Carlton



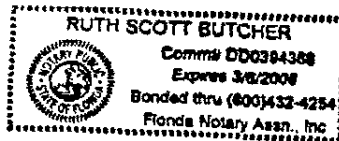
Kenneth Wilson

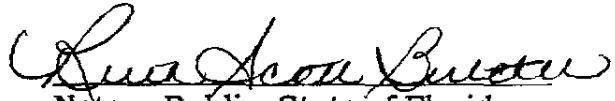


Marcia W. Larsen

STATE OF FLORIDA  
COUNTY OF BREVARD

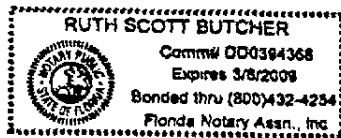
Acknowledged before me on this 3rd day of February, 2006 by **Lodia Joyce Carlton** and **Marcia W. Larsen**, who are personally known to me, or who have produced Florida Driver's Licenses as identification, and who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed said instrument for the purposes therein expressed.



  
Notary Public, State of Florida

STATE OF FLORIDA  
COUNTY OF BREVARD

Acknowledged before me on this 3rd day of March, 2006 by **KENNETH WILSON**, who is personally known to me or who has produced his Florida Driver's License as identification, and who executed the foregoing Articles of Organization and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.



  
Notary Public, State of Florida

**EXHIBIT A**

**OPERATING AGREEMENT OF LIMITED LIABILITY COMPANY**  
**Schedule of Members, and Contributions to Capital**

Name of LLC:       CWL DEVELOPMENT, LLC

Date: Feb. 3, 2006

Name of Member	Total Capital Contribution	Percentage of Ownership and Percentage of Profit Distribution
Lodia Joyce Carlton	\$ <u>300.<sup>00</sup></u>	<u>33.4</u> %
Kenneth Wilson	\$ <u>300.<sup>00</sup></u>	<u>33.3</u> %
Marcia W. Larsen	\$ <u>300.<sup>00</sup></u>	<u>33.3</u> %
TOTALS:	\$ <u>900.<sup>00</sup></u>	<u>100</u> %

The above LLC interests are reflected on the books of the LLC as of the above date. Any changes in ownership of LLC interests from the above will be indicated on amendments to this Exhibit A and signed by the parties to this agreement.

Lodia Joyce Carlton  
Lodia Joyce Carlton

Kenneth Wilson  
Kenneth Wilson

Marcia W. Larsen  
Marcia W. Larsen

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, CWL DEVELOPMENT, LLC, a Florida Limited Liability Company, submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the Limited Liability Company is CWL DEVELOPMENT, LLC.
2. The name and street address of the registered agent in Florida is:

NAME

Lodia Joyce Carlton

ADDRESS

93 Delannoy Ave., #505, Cocoa, Florida 32922

The undersigned, being the person named in the Articles of Organization of CWL DEVELOPMENT, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointments as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the property and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
**Lodia Joyce Carlton**  
Registered Agent

FILED  
06 MAR -9 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA