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ELLIOTT - BERGER, P. A.

ATTORNEYS AT LAW

TODD EDWARD BERGER
GREGORY T. ELLIOTT
JOHN R. PHILLIPS, JR.

7310 GULF BOULEVARD
ST. PETE BEACH, FLORIDA 33706
TELEPHONE (727) 360-2600 FACSIMILE (727) 360-6588

E-MAIL
TBERGER@ELLIOTT-BERGER.COM

April 24, 2006

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Spicer Properties, LLC

Gentleman:

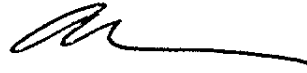
Enclosed herewith, in duplicate, are Articles of Organization for Spicer Properties, LLC.
Enclosed is our check in the amount of \$155.00, covering the following fees:

Filing Fee for Articles of Organization	100.00
Certified Copy of Articles	30.00
Registered Agent Designation	25.00
Total	\$155.00

Please send a certified copy of the Articles of Organization to the above office.

Thank you for your courtesy and cooperation in this matter. Should you have any questions, please do not hesitate to contact us.

Yours very truly,



Todd Berger

TB/rl
Encl.

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ARTICLES OF ORGANIZATION
FOR
SPICER PROPERTIES, LLC

ARTICLE I - Name

The name of this limited liability company shall be Spicer Properties, LLC.

ARTICLE II - Duration

The limited liability company shall have a perpetual existence.

ARTICLE III - Purpose and Powers

Except as restricted by these Articles of Organization, this limited liability company is organized for owning real estate for investment purposes and each and every legal and lawful purpose which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act. Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

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ARTICLE IV - Principal Office

The mailing address and the street address of this limited liability company shall be: 10855 Vonn Road, Largo, FL 33774.

ARTICLE V - Initial Registered Agent and Office

The initial registered agent for this limited liability company and the street address of the initial registered agent is: Todd Berger, 7310 Gulf Boulevard, St. Pete Beach, Florida, 33706.

ARTICLE VI - Additional Members

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

ARTICLE VII - Initial Manager

This limited liability company shall be managed by one or more managers. The number of

managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows: Sharon Spicer, 10855 Vonn Road, Largo, FL 33774. The initial manager shall serve until the first annual meeting of members or until her successor is elected and qualified or until his death or resignation.

ARTICLE VIII - Regulations

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

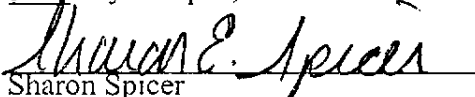
ARTICLE IX - Members' Right to Continue Business

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to the approval by the unanimous vote of the remaining members; provided that there be at least one member.

ARTICLE X - Amendment

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 26th day of April, 2006.


Sharon Spicer

Authorized Representative of
the Members

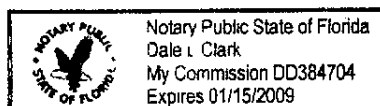
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 26th day of April, 2006, by Sharon Spicer, who is personally known to me or who has produced identification and who did take an oath. as

NOTARY PUBLIC

Sign Dale L. Clark

Print
State of Florida at Large
My commission expires:



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CERTIFICATE OF REGISTERED AGENT

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

That Spicer Properties, LLC, designed to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization in the City of St. Petersburg, County of Pinellas, State of Florida, has named Todd Berger, whose address is 7310 Gulf Boulevard, St. Pete Beach, Florida, 33706, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated organization, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping said office open.



Todd Berger

Registered Agent

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