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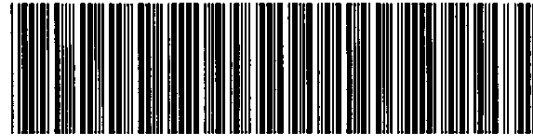
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DIVISION OF CORPORATIONS
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B. McKnight MAY 23 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WINTER PARK PARTNERS DEVELOPMENT, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

MICHAEL UNGERBUEHLER

(Name of Person)

LAW OFFICES OF JOHN L. DI MASI, PA

(Firm/Company)

207 E. LIVINGSTON STREET

(Address)

ORLANDO, FL 32801

(City/State and Zip Code)

For further information concerning this matter, please call:

MICHAEL UNGERBUEHLER

(Name of Person)

at (407) 839-3383, x. 18

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input checked="" type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|--|---|---|

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Florida Statutes Chapter 608 et seq. "The Florida Limited Liability Company Act" as amended, the below named entity adopts these Articles of Organization as of the date and time when these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement on this original document, in accordance with the following:

ARTICLE I - NAME.

The name of the Limited Liability Company is Winter Park Partners Development, LLC.

ARTICLE II - ADDRESS.

The mailing address and street address of the principal office of the Limited Liability Company is PO Box 2179, Goldenrod, FL 32773.

ARTICLE III - REGISTERED AGENT.

The name and the Florida street address of the registered agent are:

Robert J. Vega
4040 Gilder Place
Winter Park, Florida 32792

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Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in this certificate, 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, and am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature

ARTICLE IV - MANAGEMENT.

The company shall be managed by the members in accordance with the 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 names and addresses of the members of the company are:

Robert J. Vega
4040 Gilder Place
Winter Park, FL 32792

ARTICLE V - 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 VI - ADMISSION OF ADDITIONAL 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 the members. A member may transfer his interest only as set forth in the regulations of the company.

ARTICLE VII - MEMBER'S RIGHT TO CONTINUE BUSINESS.

The unanimous approval of the remaining members is required to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in this limited liability company.

ARTICLE VIII – CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company by way of cash or property.

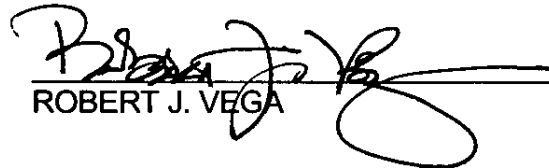
ARTICLE IX – ADDITIONAL CAPITAL CONTRIBUTIONS

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

IN WITNESS WHEREOF, the undersigned has made and subscribed these
Articles of Organization on the 9 day of ~~April~~ ^{May} 2006.

By: Winter Park Partners Development, LLC

Managing Member



ROBERT J. VEGA

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