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DIVISION OF CORPORATIONS
06 MAY 23 AM 10:56

B. McKnight MAY 31 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Peace River Real Estate, 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:

Shaun Puri, Esq.
(Name of Person)

Morrison & Mills, P.A.
(Firm/Company)

1200 W. Platt Street, Suite 100
(Address)

Tampa, FL 33606
(City/State and Zip Code)

For further information concerning this matter, please call:

Zachary Ridner at (813) 640-0010
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input 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
OF
PEACE RIVER REAL ESTATE, LLC**

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DIVISION OF CORPORATIONS
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The undersigned organizer, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this limited liability company shall be PEACE RIVER REAL ESTATE, LLC (hereinafter the "Company").

ARTICLE II - PURPOSE

This Company is organized for the purpose of transacting any or all lawful business in accordance with the laws of Florida as enumerated in the Florida Limited Liability Company Act.

ARTICLE III - DURATION

This Company shall have perpetual existence.

ARTICLE IV - ADDRESSES OF PRINCIPAL OFFICE

The mailing of the principal offices of the Company shall be P.O. Box 5231, Lakeland, Florida 33807. The street address of the principal offices of the Company shall be 618 Easton Dr., Lakeland, FL 33803. The Company shall have the power to establish branch offices and other

places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Members.

ARTICLE V - REGISTERED AGENT

The name and street address of the initial registered agent of this Company shall be Zachary J. Ridner, 618 Easton Dr., Lakeland, FL 33803.

ARTICLE VI - MEMBERSHIP

This Company shall have one (1) Member initially. The name and address of the initial member is:

Zachary J. Ridner as Managing Member, 618 Easton Dr., Lakeland, FL 33803.

Additional Members may be admitted to the Company only upon unanimous affirmative vote of all of the then existing Members and upon such terms as may be unanimously agreed upon by such existing Members in writing. At no time during the existence of this Company shall there ever be less than one Member.

ARTICLE VII - MANAGEMENT

Management of the affairs of this Company is reserved to the Managing Member, unless at such future date, the Managing Member agrees in writing to have this Company managed by another manager, managing member or otherwise.

ARTICLE VIII - ANNUAL MEETING

The time and place of the annual Members' meeting shall be the 15th day of May of each and every year at the principal offices of the Company unless otherwise fixed in the Regulations or by a resolution of the Members, and the Members may waive notice thereof before or after the meeting.

ARTICLE IX - POWERS

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE X - AMENDMENTS

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment hereto by unanimous affirmative vote of all of the Members of the Company at the time of such proposed amendment, and any right conferred upon the Members is subject to this reservation.

ARTICLE XI - CONTINUATION OF EXISTENCE

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Member or Members of the Company shall have a right, by affirmative vote to continue the existence and business of the Company.

ARTICLE XII - REGULATIONS

At a later date, the Members if they so choose, shall adopt Regulations or an Operating Agreement to govern the operation of this Company. The Regulations or Operating Agreement may thereafter be repealed or altered only upon affirmative vote of all of the Members of the Company at the time of such proposed amendment.

ARTICLE XIII - CONTRIBUTIONS

The amount of cash, the description and agreed value of other non-cash contributions, and the amount or description of property anticipated to be contributed by the Members shall be addressed, if at all, in the Regulations or Operating Agreement.

ARTICLE XIV - ADDITIONAL CONTRIBUTIONS

Each Member of the Company shall make additional capital contributions to the Company only upon the unanimous consent of all of the Members.

ARTICLE XV - TAX STATUS

This Company shall be treated as a partnership for federal tax purposes.

**STATEMENT OF ACCEPTANCE
OF APPOINTMENT AS REGISTERED
AGENT FOR
PEACE RIVER REAL ESTATE, LLC**

Having been named in the Articles of Organization of PEACE RIVER REAL ESTATE, LLC to act as Registered Agent to accept service of process for the aforesaid company at the registered office located at 618 Easton Dr., Lakeland, FL 33803, the undersigned does hereby agree to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties, including those duties and obligations specified in the Florida Limited Liability Company Act.

By: *Zachary J. Ridner*
Zachary J. Ridner, Registered Agent

DATE: May 16, 2006

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAY 23 AM 10:56

**STATE OF FLORIDA
COUNTY OF POLK**

The foregoing instrument was acknowledged before me this 16th day of May, 2006, by Zachary J. Ridner, who is personally known to me or who has produced identification.

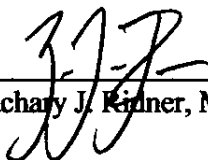
Angela Jarrell
NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Angela Jarrell
My Commission Expires:
My Commission No. is:



IN WITNESS WHEREOF, the undersigned has hereunto set his hands and seal, acknowledged, and filed the foregoing Articles of Organization under the existing laws of the State of Florida.

PEACE RIVER REAL ESTATE, LLC

By: 
Zachary J. Ridner, Managing Member

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 16th day of May, 2006, by Zachary J. Ridner, who is personally known to me or who has produced identification.


NOTARY PUBLIC, STATE OF FLORIDA



Print Name: Angela Jarrell
My Commission Expires:
My Commission No. is:

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