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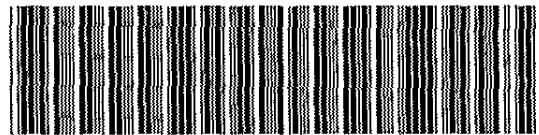
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Backacher Properties I, LLC

File 1st

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Date _____

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 - ____ Officer Search
 - ____ Fictitious Search
 - ____ Fictitious Owner Search
 - ____ Vehicle Search
 - ____ Driving Record
 - ____ UCC 1 or 3 File
 - ____ UCC 11 Search
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 - ____ Courier

ARTICLES OF ORGANIZATION
OF
BACKACHER PROPERTIES I, LLC
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes entitled the "Florida Limited Liability Company Act", do hereby adopt the following Articles of Organization for such company:

ARTICLE I

(NAME)

The name of this limited liability company shall be:

BACKACHER PROPERTIES I, LLC

ARTICLE II

(Duration/Continuation)

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate upon the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other even which terminated the continued membership of a member, unless the business of the company is continued by the consent of all of the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent tot he foregoing events.

ARTICLE III

(Purposes and Powers)

The general purpose for which the Company is organized is to acquire by purchase, lease,

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gift, devise, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein, whether as principal, agent, broker, or otherwise, and to manage, operate, service, equip, furnish, alter, and keep in repair dwellings, apartment houses, hotels, office buildings, and real and personal property of every kind, nature, and description, whether as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, managing, leasing, and operating real and personal property of any and all kinds, and to transact any other 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

(Principal Office and Address)

The mailing address and street address of the principal office of this company is 11860 Bramble Cove Drive, Fort Myers, Florida 33905.

ARTICLE V

(Registered Agent and Address)

The name and street address of the initial Registered Agent of this company for service of process in the State of Florida is Frank J. Aloia, Jr., Esquire, 2250 First Street, Fort Myers, Florida 33901.

ARTICLE VI

(Capital Contributions)

A member's contribution to the capital of the Company may be in cash, property or services

rendered, or a promissory note or other obligation to contribute cash or property or to perform services. The Company shall keep at its principal office appropriate written records regarding the amount of cash and a description and statement of the agreed value of any other property or services contributed by each member and which each member has agreed to contribute.

ARTICLE VII

(Additional Capital Contributions)

Each member shall make additional capital contributions to the Company only upon the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the 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 business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX

(Management of Company)

The Company shall be managed by one or more managers 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 Managing Member of the company is William A. Middleton.

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provision 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:

| <u>Name</u> | <u>Address</u> |
|----------------------|---|
| William A. Middleton | 11860 Bramble Cove Drive Fort Myers, Florida 33905 |
| Cheryl Middleton | 11860 Bramble Cove Drive Fort Myers, Florida 33905 |

ARTICLE X

(Amendments)

Any amendment to these Articles of Organization shall be in such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall also be signed by the member to be added.

ARTICLE XI

(Regulations)

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the manager(s) of the Company by any amendments to the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

ARTICLE XII

(Informal Action of Members)

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

ARTICLE XIII

(Contracting Debt)

Except as otherwise provided by Law no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager(s) or if managed by the Members, by any Member of this Company unless otherwise provided herein.

Except as otherwise provided by Law, no debt shall be contracted no liability incurred by or on behalf of this Company, unless approved by all of the members of the Company.

ARTICLE XIV

(Transferability of Member's Interest)

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining members of the this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this Company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that member otherwise would be entitled.

ARTICLE XV

(Withdrawal or Reduction of Member's Contributions to Capital)

A Member shall not receive out of the Company property any part of his or her contribution to capital until:

1. All liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them;
2. The consent of all members is had, unless the return of the contributions to capital may be rightfully demanded.
3. These articles of organization are cancelled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or her contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned members have made and subscribed these Articles of Organization for the foregoing uses and purposes this 4th day of August, 2006.


William A. Middleton, Managing Member

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared William A. Middleton, to me well known to be the Managing Member of the above limited liability company and who subscribed the Above Articles of Organization and he each freely and voluntarily acknowledged before me that he executed the same for the use and purposes set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 4th day of August, 2006.

ANDREA LEE ROUSSEAU
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD474449
EXPIRES 02/27/2009
BONDED THRU 1-888-NOTARY1


NOTARY PUBLIC

Cheryl Middleton
Cheryl Middleton, Member

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared Cheryl Middleton, to me well known to be a Member of the above limited liability company and who subscribed the Above Articles of Organization and she each freely and voluntarily acknowledged before me that she executed the same for the use and purposes set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 4th day of August, 2006.

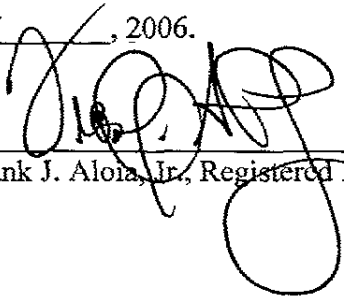
ANDREA LEE ROUSSEAU
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD474449
EXPIRES 02/27/2009
BONDED THRU 1-888-NOTARY1

Andrea Rousseau
NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

I, Frank J. Aloia, Jr., having been named as Registered Agent to accept service of process for the above stated limited liability company, at the place designated in the Articles of Organization, 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 I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 4th day of August, 2006.



Frank J. Aloia, Jr., Registered Agent