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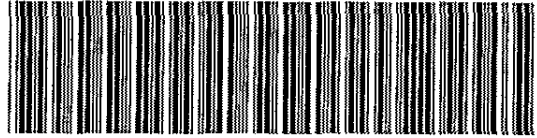
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FORT MYERS, FLORIDA 33901

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November 8, 2006

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301
850-245-6051

RE: **Fortune of Friends, LLC**

Dear Sir/Madam:

Please find enclosed the Articles of Organization of **Fortune of Friends, LLC** and fees are submitted for filing. A check in the amount of \$160.00 for the filing fee, certificate of status and certified copy. An additional copy is enclosed for certification.

Please return all correspondence in the enclosed prepaid envelope concerning this matter to the following:

Michael F. Dignam
1601 Hendry Street
Fort Myers, Florida 33901

If you need any additional information please contact, Michael F. Dignam at 239-337-7888.

Very truly yours,



Michael F. Dignam
For the Firm

jmm
Enclosure

ARTICLES OF ORGANIZATION

Articles of Organization of Fortune of Friends, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

1 NAME AND PRINCIPAL PLACE OF BUSINESS

1.1 The name of the limited liability company shall be **Fortune of Friends, LLC** and its principal office shall be located at **15751 Triple Crown Court, Fort Myers, Florida 33912**, County of Lee, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

2 PURPOSES AND POWERS

2.1 In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

2.2 To engage in any activity or business authorized under the Florida Statutes.

2.3 In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

2.4 To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

2.5 to enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

2.6 To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully

do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

2.7 To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

2.8 The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

2.9 Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

3 EXERCISE OF POWERS

3.1 All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by an unanimous vote of the members of the limited liability company.

4 MANAGEMENT

4.1 Management of this limited liability company is reserved to its members whose names and addresses are as follows:

4.1.1 **Elizabeth R. Dignam**
1601 Hendry Street,
Fort Myers, Florida 33901

Managing Member

4.1.2 **Therese L. Wade**
15751 Triple Crown Court
Fort Myers, Florida 33912

Member

4.1.3 **Karen Johnson-Crowther**
832 N. Town & River Drive
Fort Myers, FL 33919

Member

4.1.4 **Lynette Wilson Graves**
1181 Gulf Breeze Pkwy.
Gulf Breeze, FL 32561

Member

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SECRETARY
DIVISION

4.1.5	Nancy N. Toggweiler 931 Aqua Lane, Fort Myers, Florida 33919	Member
4.1.6	Eileen M. Marinelli 1385 Sheffield Way Fort Myers, Florida 33919	Member
4.1.7	Marian E. Hardwick 1432 Morningside Drive Birmingham, AL 35213	Member
4.1.8	Koreen Vann 23 Grant Hill Rd. Bloomfield, Ct 06002	Member
4.1.9	Debora J. Miller 984 So. Imperial Drive Hartland, WI 53029	Member
4.1.10	Mary Elizabeth Eldridge 337 Boundary Blvd. #A Rotonda West, FL 33947	Member
4.1.11	Lydia Dee Johnson 652 Lake Bluff Drive Oconomowoc, Wisconsin 53066	Member
4.1.12	Antoinette Granato 636 N. Batavia Ave Batavia, IL 60510	Member
4.1.13	Ruth E. Korte 39204 Canterbury Drive Harrison Township, Michigan 48045	Member

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5 MEMBERSHIP RESTRICTIONS

5.1 Members shall have the right to admit new members with the consent of **fifty-one** percent (51%) of the members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

5.2 A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of **fifty-one** percent (51%) of all of the members.

5.3 On 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 the limited liability company, the remaining members shall have the right to continue the business with the consent of fifty-one percent of the remaining members.

6 CAPITAL CONTRIBUTIONS

6.1 Capital contributions in the amount of One hundred dollars, (\$100.00) shall be paid to the limited liability company by each of the members. Additional contributions will be made as required, as determined by a vote of fifty-one percent (51%) of the members. Members will make contributions in equal shares based upon their percentage ownership interest in the Company.

7 PROFITS AND LOSSES

7.1 *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits based upon the individual members percentage of ownership of the company. The distributive shares of the profits shall be determined and paid to the members at least as often as annually.

7.2 *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members based upon the individual members percentage of ownership of the company.

8 DURATION

8.1 This limited liability company shall exist until January 1, 2056 or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

9 INITIAL REGISTERED OFFICE AND REGISTERED AGENT and ACCEPTANCE

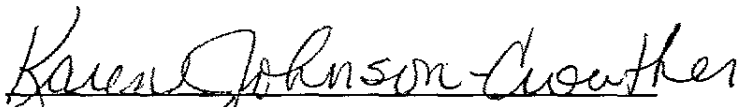
9.1 The name and address of the initial registered agent of the limited liability company is as follows:

9.1.1 **Karen Johnson-Crowther**
832 N. Town & River Drive
Fort Myers, FL 33919

9.2 Acceptance by Registered Agent

I, **Karen Johnson-Crowther** of **832 N. Town & River Drive, Fort Myers, FL 33919**, having been named as registered agent for **Fortune of Friends, LLC** and to accept service of process for the above stated 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 I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.,


I have made this acceptance on November 3rd 2006.


Karen Johnson-Crowther

10 EFFECTIVE DATE

10.1 The effective date for the organization of the **Fortune of Friends, LLC** shall be the **date of filing**.

Under penalties of perjury, I certify that this instrument constitutes the proposed Articles of Organization of the **Fortune of Friends, LLC**, and I have signed this certification as the managing member on November 8, 2006.


Elizabeth R. Dignam, Managing Member
1601 Hendry Street,
Fort Myers, Florida 33901
239-337-7888

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DIVISION OF REVENUE
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