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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

Second Life Properties, LLC

Signature _____

Requested by: _____

Name _____

Date _____

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ARTICLES OF ORGANIZATION
of
SECOND LIFE PROPERTIES, L.L.C.

The undersigned hereby certifies that he has associated himself with other members 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 and hereby adopt the following Articles of Organization for such limited liability company:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this limited liability company is SECOND LIFE PROPERTIES, L.L.C., and its principal office and mailing address is located at 12713 Magnolia Bay Boulevard, Clermont, FL 34711.

ARTICLE II

DURATION

The existence of this limited liability company shall be perpetual, commencing on date of filing with the Florida Secretary of State's office.

ARTICLE II

PURPOSE

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

MEMBERSHIP

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign their interests.

ARTICLE IV
DISSOLUTION

The limited liability company will dissolve as provided in the Operating Agreement executed by and among the members.

ARTICLE V
MANAGEMENT

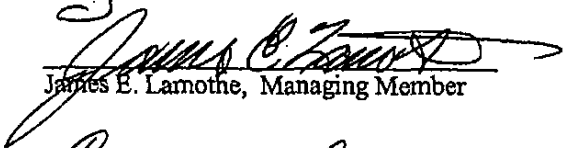
This organization is to be managed by a manager or managers elected by a majority vote of its members. The initial managers, who shall serve until the earlier of their death, resignation, replacement or until the first annual meeting of members and his successors are elected and qualified, shall be James E. Lamothe and Constance D. Lamothe

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of this limited liability company's initial registered office is 12713 Magnolia Bay Boulevard, Clermont, FL 34711, and the name of this limited liability company's initial registered agent is James E. Lamothe.

The undersigned, being one of the members of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of SECOND LIFE PROPERTIES, L.L.C..

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization for this limited liability company this 15th day of February, 2007.

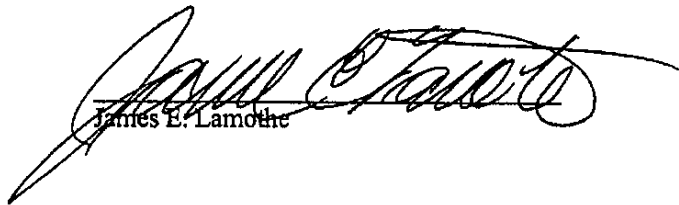

James E. Lamothe, Managing Member


Constance D. Lamothe

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, James E. Lamothe, am familiar with and hereby accept the appointment as Registered Agent for SECOND LIFE PROPERTIES, L.L.C., as set forth in the Articles of Organization filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 15th day of February, 2007.


James E. Lamothe