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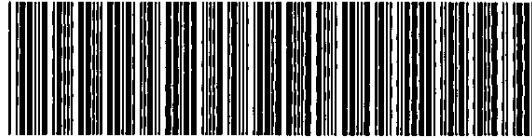
(Business Entity Name)

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2007 JUN -7 P 2: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

**ROBERT H. HEISE**  
ATTORNEY & COUNSELOR AT LAW

June 4, 2007

994 N. WATERWAY DR. - FT. MYERS, FLORIDA 33919  
(239) 482-0613

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

Re: Filing of Articles of Organization for  
**FERNANDO GUERRA, LLC**  
a limited liability company

TRANSMITTAL LETTER RE:

ARTICLES OF ORGANIZATION  
OF  
FERNANDO GUERRA, LLC

FILED  
2007 JUN -7 P 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gentlemen:

Please find enclosed an original and one copy of the Articles of Organization of **FERNANDO GUERRA, LLC**, for filing by the Department of State in accordance with the Florida Limited Liability Company Act.

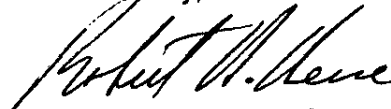
Also enclosed is a check in the amount of \$155.00 made payable to the Department of State to cover the following fees:

Filing fee for Articles of Organization	\$100.00
Certified copy fee	\$ 30.00
Registered agent fee	<u>\$ 25.00</u>
Total Check Amount	\$155.00

Please mail the certified copy of the Articles of Organization Incorporation to Robert H. Heise, Esq., 994 N. Waterway Dr., Fort Myers, Florida 33919.

Thank you for your cooperation in this matter.

Sincerely,



Robert H. Heise, Esq.

Encls. Articles of Organization  
Check in the amount of \$155.00

**ARTICLES OF ORGANIZATION  
OF  
FERNANDO GUERRA, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be **FERNANDO GUERRA, LLC** ("Company").

**ARTICLE II**

**ADDRESS**

The mailing address and street address of the principal office of the company shall be **1311 S.E. 11<sup>TH</sup> Street, Cape Coral, Florida 33990.**

**ARTICLE III**

**DURATION**

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 be perpetual unless the company is earlier dissolved as provided in these articles of organization. In addition, the Company will have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which LLCs may be organized according to the laws of the State of Florida.

**FILED**  
2007 JUN -1 P 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IV**

**REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE**

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

FERNANDO GUERRA

1311 S.E. 11<sup>TH</sup> Street, Cape Coral, Florida 33990

Having been named as registered agent 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 am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, Florida Statutes.

  
FERNANDO GUERRA, Registered Agent

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TALLAHASSEE, FLORIDA

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**ARTICLE V**

**MANAGEMENT**

The Company is to be managed by the Member(s) in accordance with regulations of the Operating Agreement adopted by the Member(s) for the management of the business and affairs of the company. These regulations may not contain any provisions for the regulation and management of the affairs of the company inconsistent with law or these articles of organization.

The names and addresses of the managing Member(s) are:

NAME	ADDRESS
FERNANDO GUERRA	1311 S.E. 11 <sup>TH</sup> Street, Cape Coral, Florida 33990

**ARTICLE VI**

**ADMISSION OF NEW MEMBERS AND**

## TRANSFER OF INTEREST

No additional members shall be admitted to the company except with the unanimous written consent of all the Member(s) of the company and on such terms and conditions as shall be determined by all the Member(s). A member may transfer his or her interest in the company as set forth in the operating agreement of the company, but the transferee shall have no right to participate in the management of 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. Except as provided herein above, a Member's interest in the Company is not subject to assignment, however, the Members economic interest may pass by inheritance. Any Member who wishes to transfer his or her interest shall first obtain the consent of all other Members in writing prior to such transfer. When such transfer is allowed the transferee shall be entitled only to the transferring Member's proportionate share of the capital and profits of the Company but shall have no other rights, including the right to participate in management unless later elected by the Members to membership.

## ARTICLE VII

### CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company cash or property pursuant to the requirements of the Operating Agreement.

## ARTICLE VIII

### AMENDMENT OF ARTICLES

These articles may be amended only by a unanimous vote of the Member(s).

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TALLAHASSEE, FLORIDA

**ARTICLE IX**

**AGENCY AUTHORITY**

All authority to contract and otherwise act for the Company is vested in its Member(s), acting as the Board of Member(s), and evidenced by a written Resolution of the Board.

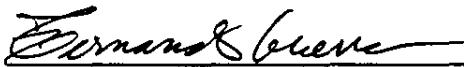
**ARTICLE X**

**CONTINUITY**

The remaining Member(s) of the limited liability company, if there are one or more, have the right to continue the business by a majority in interest vote upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this company. Any return of capital or distribution of profits shall be determined from the Company's books by the Board, and paid at the direction of the Board, at a time determined by the Board, without diminishing the prospects of the Company's ventures and subject to the limitations of Florida law.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Fort Myers, Lee County, Florida, on this 1<sup>st</sup> day of June, 2007.

**UNDER PENALTIES OF PERJURY**, the undersigned declares that I have read the foregoing Articles of Organization for FERNANDO GUERRA, LLC, a Florida limited liability company and that the facts stated therein are true upon information and belief.



FERNANDO GUERRA, Member