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FLORIDA/FOREIGN LIMITED LIABILITY CO.

CRE Properties of Fort Myers, LLC

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ARTICLES OF ORGANIZATION

OF

CRE PROPERTIES OF FORT MYERS, LLC

ARTICLE I NAME

The name of this limited liability company is CRE PROPERTIES OF FOR MYERS, LLC, a Florida limited liability company (the "Company").

ARTICLE II DURATION

The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III PURPOSE

The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.

ARTICLE IV PLACE OF BUSINESS

The street and mailing address of the Company's principal office is 12760 New Brittany Blvd., #102, Fort Myers, Florida 33907.

ARTICLE V REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Company is R&A Agents, Inc. Attention: Steven I. Winer, Esq.. The street address of the initial registered agent of the Company is 2320 First Street, Suite 1000, Fort Myers, Florida 33901.

ARTICLE VI ADDITIONAL MEMBERS

Additional members to the Company may be admitted.

ARTICLE VII MANAGEMENT OF THE COMPANY

The Company shall be managed by a manager or managers in accordance with the Operating Agreement adopted by all of the members. The name and address of the initial

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manager, who shall serve until the first annual meeting of the members or until its successor is elected and qualified, is

Carol Rosenberger 12760 New Brittany Blvd., #102 Fort Myers, FL 33907

ARTICLE VIII REGULATIONS

The members shall have the power to adopt, alter, amend, or repeal an Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE IX VOTING

The Company is authorized to issue membership units with voting rights.

The undersigned executed these Articles of Organization effective as of the 2nd day of August, 2007.

Donna M. Flammang Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

R&A Agents, Inc.

Donna M. Flammang, Assistant Secretary

Dated: August 2, 2007