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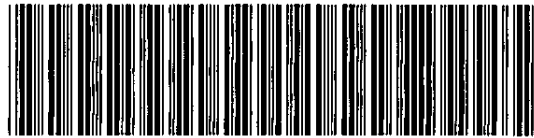
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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January 16, 2008

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

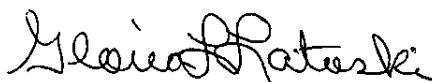
RE: NE 138TH PLACE PROPERTIES, LLC

Dear Sir/Madam:

Enclosed are Articles of Organization of NE 138th Place Properties, LLC plus a copy and a check in the sum of \$125.00.

Also enclosed is a stamped, self-addressed envelope for return of the certified copy. Thank you.

Very truly yours,



Gloria L. Latoski
Legal Assistant
glatoski@earthlink.net

/gl
Enclosures
cc: Mr. Don Huber (w/out encl)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
NE 138TH PLACE PROPERTIES, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purposes of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME.

The name of the Limited Liability Company is: NE 138TH PLACE PROPERTIES, LLC.

2. PERIOD OF DURATION.

The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

(i) Fifty (50) years from the date of filing of these Articles of Organization with the Department of State, or

(ii) Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

3. PURPOSE.

The purpose for which the Limited Liability Company is organized is to engage in any and all business and activities permitted by the laws of the State of Florida including, without limitation, the ownership, rental, purchase and sale of real estate. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. ADDRESS OF PLACE OF BUSINESS AND MAILING ADDRESS OF BUSINESS.

The address of the place of business in Florida for the Limited Liability Company is 625 Main Street, Suite 27, Windermere, Florida 34786. The mailing address of the business in Florida for the Limited Liability Company is: ~~625 Main Street, Suite 27, Windermere, Florida 34786.~~

5. REGISTERED AGENT.

P.O. Box 730

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The name and address of the initial registered agent in Florida for the Limited Liability Company is: Jeffrey A. Icardi, 2180 West State Road 434, Suite 6190, Longwood, Florida 32779.

6. CAPITAL CONTRIBUTIONS.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: one hundred dollars (\$100.00) in cash and no other property is being contributed to the Limited Liability Company.

7. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events which will cause the same, that shall be made, are as follows: no additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the members of the Limited Liability Company.

8. ADDITIONAL MEMBERS.

Members may admit additional members upon unanimous agreement of the existing members.

9. CONTINUITY OF BUSINESS.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining members of the Limited Liability Company.

10. MEMBERS. The initial member of the Limited Liability Company is as follows:

1. Donald M. Huber
625 Main Street, Suite 27
Windermere, Florida 34786

11. MANAGEMENT.

The Limited Liability Company is to be manager-managed. The name and address of the Manager is as follows:

Donald M. Huber

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TALLAHASSEE, FLORIDA

625 Main Street, Suite 27
Windermere, Florida 34786

Executed at Windermere, Orange County, Florida, on the 14 day of January 2008.

BY: Donald M. Huber
Donald M. Huber

STATE OF FLORIDA
COUNTY OF SEMINOLE

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TALLAHASSEE, FLORIDA

ON THIS, the 14 day January 2008, before me personally appeared DONALD M. HUBER, a member of NE 138TH PLACE PROPERTIES, LLC, a Florida Limited Liability Company to be formed, to me known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

Doris Birkinbine
NOTARY PUBLIC
My Commission Expires:



Doris Birkinbine
Commission # DD292477
Expires May 20, 2008
Bonded Troy Fain - Insurance, Inc. 800-385-7018

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of NE 138TH PLACE PROPERTIES, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes, Section 608.415 and is herewith simultaneously designated as registered agent by NE 138TH PLACE PROPERTIES, LLC.

Executed this 15th day of January 2008.

BY: _____

Jeffrey A. Icardi,
Registered Agent

FOR THE LIMITED LIABILITY COMPANY: _____

BY: _____

Donald M. Huber

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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