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May 30, 1995

Division of Corporations  
Attn: New Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

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-06/02/95--01114--002  
\*\*\*\$285.00 \*\*\*\$285.00

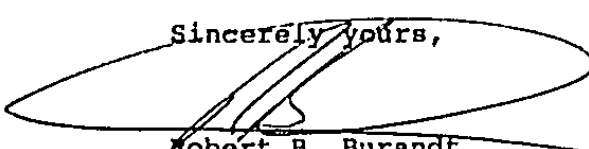
Re: Valhalla Enterprises, L.C.

Dear Sir or Madam:

Enclosed please find the original Articles of Organization and Affidavit of Membership and Contributions concerning the above-referenced limited liability corporation. Additionally, our firm check in the amount of \$285.00 to cover the cost of same is enclosed as well. Please forward acknowledgement of the above at your earliest convenience.

Should you have any questions or comments, please feel free to contact my office.

Sincerely yours,

  
Robert B. Burandt

RBB:kn  
Enclosures

*Per Kurt:  
Add acceptance.*

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liability company  
providing for the

limited liability  
to the following

for the conduct

SS

shall be Valhalla,  
shall be located at

- the City of North  
it shall have the

at any other place

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.

5. 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.

6. 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.

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.

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.

### ARTICLE III

#### EXERCISE OF POWERS

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 a unanimous vote of the members of the limited liability company.

#### ARTICLE IV

##### MANAGEMENT

This limited liability company shall be managed by at least one but no more than three managers. The name and address of the person who shall serve as the initial manager is as follows:

Kurt Nusbaum, CHA  
North U.S. Highway 41  
13353 Cleveland Avenue  
North Fort Myers, Florida 33903  
Phone: (813) 995-0535  
Toll Free: (800) 395-0535  
Facsimile: (813) 656-2969.

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

Kurt Nusbaum, CHA  
North U.S. Highway 41  
13353 Cleveland Avenue  
North Fort Myers, Florida 33903

Robert B. Burandt, J.D.  
Post Office Box 535  
Fort Myers, Florida 33910

#### ARTICLE V

##### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by written consent of the majority of the members.

#### ARTICLE VI

##### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$60,000.00 cash shall be paid to the limited liability company for each unit purchased by a member. Initially there shall be 25 units offered to the members. Additional contributions will be made as required for investment purposes by unanimous consent of the members. With the exception of issuing additional units, members will make contributions in equal shares.

## ARTICLE VII

### PROFITS AND LOSSES

(a) Profit Sharing. Each member shall be entitled to the distributive share of the profits pursuant to the number of units each owns. The distributive share of the profits shall be determined and paid to the members as determined by the members on the anniversary date of the commencement of the business of the limited liability company.

(b) 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 pursuant to the number of units each owns.

## ARTICLE VIII

### DURATION

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

## ARTICLE IX

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

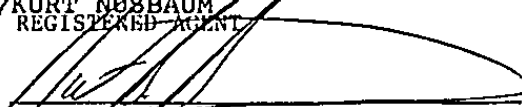
The address of the initial registered office of the limited liability company is 13353 Cleveland Avenue (North U.S. Highway 41), City of North Fort Myers, County of Lee, State of Florida, and the name of the company's initial registered agent at that address is Kurt Nusbaum.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Valhalla Enterprises, L.C.

Executed by the undersigned at Cape Coral, Florida, on this 25<sup>th</sup> day of MAY, 1995.

"I am aware of and accept the duties and responsibilities as registered agent."

  
KURT NUSBAUM  
REGISTERED AGENT

  
ROBERT B. BURANDT

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA       )  
                              ) SS:  
COUNTY OF LEE        )

In compliance with Florida Statutes Section 608.407(2), the undersigned member of VALHALLA ENTERPRISES, L.C. deposes and says:

1. The limited liability company identified above has at least two members.

2. The total amount of cash contributed by the members is \$1,200,000.00.

3. The agreed value of property, other than cash, contributed by the members is \$300,000.00 assigned as follows:

A. Kurt Nusbaum  
North U.S. Highway 41  
13353 Cleveland Avenue  
North Fort Myers, Florida 33903

Three units valued at \$180,000.00 for acting as initial member, organizer and/or manager.

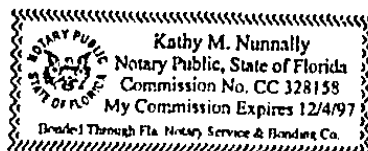
B. Robert B. Burandt  
1714 Cape Coral Parkway  
Cape Coral, Florida 33904

Two units, or \$120,000.00, for acting as initial member, organizer and general counsel.

4. The total amount of cash or property anticipated to be contributed by the members is \$1,500,000.00. This total includes the amounts from 2 and 3 above.

Kurt Nusbaum  
KURT NUSBAUM

The foregoing instrument was acknowledged before me this 25th day of MAY, 1995, by KURT NUSBAUM, as member of VALHALLA ENTERPRISES, L.C., a limited liability company, who is personally known to me or has produced as identification, and who executed the foregoing on behalf of said limited liability company.



Kathy M. Nunnally  
Notary Public  
Kathy M. Nunnally  
Name Printed or Typed

Serial Number, if any