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LAW OFFICES OF
ERNEST A. SEEMANN, Esq.
4729 Del Prado Boulevard
Cape Coral, Florida 33904-9626
Tel.: (941) 540-7007; Telefax (941) 540-2154

Ernest A. Seemann
Elisa B. Levin

June 12, 1995

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

400001514844
-06/15/95--01012--003
****285.00 ****285.00

RE: K & W INVESTMENTS OF LEE COUNTY, L.C.

Gentlemen:

Enclosed herewith is an executed original and one photocopy of the Articles of Organization for the above referenced limited liability company and the required affidavit, together with our check for \$ 285.00. Please return the photocopy of the Articles with the log-in stamp. I have enclosed a prepaid envelope.

Should you have any questions, please contact me.

Yours sincerely,



Ernest A. Seemann

EAS/PR

Encls.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION
OF
K & W INVESTMENTS OF LEE COUNTY, L.C.

ARTICLE I:
NAME

The name of this Limited Liability Company shall be:
K & W INVESTMENTS OF LEE COUNTY, L.C.

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TALLAHASSEE, FLORIDA

ARTICLE II:
DURATION

This Limited Liability Company shall exist for a period of thirty (30) years commencing on the day of filing of these Articles in the offices of the Secretary of State.

ARTICLE III:
PURPOSE

This Limited Liability Company is created for the purpose of transacting any and all lawful business under the laws of the State of Florida and of the United States.

ARTICLE IV:
PLACE OF BUSINESS AND REGISTERED AGENT

The initial principal place of business of this Limited Liability Company as well as its mailing address shall be 1318 S.E. 47th Street, Cape Coral, Florida 33904, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be ERNEST A. SEEMANN, 4729 Del Prado Boulevard, Cape Coral, FL 33904.

**ARTICLE V:
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum of Three Hundred Thousand Dollars (\$300,000.00) which will be contributed by members in the following amounts:

<u>NAME</u>	<u>ADDRESS</u>	<u>CAPITAL</u>
Dieter Kruegel and Margarita Kruegel, his wife, as joint tenants with the right of survivorship	Birkenweg 2 D-90547 Germany	\$150,000.00
Peter Wittander and Agneta Wittander, his wife, as joint tenants with the right of survivorship	1318 S.E. 47th Street Cape Coral, FL 33904	\$150,000.00

No member shall be entitled to receive interest on his contribution to capital.

**ARTICLE VI:
MANAGEMENT OF BUSINESS**

Except as otherwise provided in these Articles of Organization, all members shall have equal rights in the management or conduct of the Limited Liability Company, pursuant to specific rules regarding rights and duties of members enumerated in the regulations of this Limited Liability Company which are incorporated herein by reference. Decisions shall be by majority vote, each member having a vote proportionate to his interest in the company.

**ARTICLE VII:
REGULATIONS**

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for

the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this company.

ARTICLE VIII:

PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE IX:

MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice within 30 days after the close of the company's fiscal year at times and places selected by the members. Special meetings may be called in accordance with the requirements set forth in the regulations by any member by majority in interest of all members at any in the time after the giving of 30 days notice to the other members. Notice of special meetings shall be by actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice unless the member protests the lack of notice to him.

Minutes shall be kept of all regular and special meetings.

ARTICLE X:

TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the

transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

Transferability of members' interests shall be governed by the provisions of F.S. 608.432.

ARTICLE XI: PROFITS AND LOSSES

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to this pro rata interest in the company. Losses shall be passed through to each member according to this pro rata interest in the company.

ARTICLE XII: ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time with the unanimous written consent of the members on such terms and conditions as are set forth by a simple majority of the members.

ARTICLE XIII (A): WITHDRAWAL OR RETIREMENT OF MEMBER(S)

In the event any member desires to withdraw or retire from the Limited Liability Company, or becomes disabled so that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles, the member shall give sixty (60) days' notice of his intention in writing by registered or certified mail to the other members at the last known address of each member.

If any member is adjudged incompetent or insane, his guardian shall give notice thereof to each of the other members in the same manner.

**ARTICLE XIII (B):
EXPULSION OF MEMBER(S)**

a) Grounds for Expulsion. Any member may be expelled from membership in the Limited Liability Company by a majority vote of the other members on the following grounds:

(1) Failure of a member to make, when due, any contribution required to be made under the terms of this agreement, when such failure has continued for a period of thirty (30) days after written notice thereof;

(2) Failure to fulfill any other obligation to the Limited Liability Company as specified in these articles, when such failure has continued for a period of thirty (30) days after written notice thereof;

(3) Adjudication of the member as insane or incompetent;

(4) Disability of the member to the extent that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles;

(5) The making of an assignment for the benefit of creditors, the filing of a petition under the National Bankruptcy Act or under any similar law or statute of the United States or any state thereof, or the adjudication of the member as a bankrupt or insolvent in proceedings filed against such member under any such act or statutes; or

(6) Any unlawful act causing damage to the Limited Liability.

b) Notice. On the occurrence of any event listed in subparagraph (a) of this article, the defaulting member may be expelled from membership in the Limited Liability Company by a majority vote of the other members upon giving the defaulting member fifteen (15) days' notice of expulsion. The notice shall briefly state the grounds for the expulsion.

ARTICLE XIV:
DISSOLUTION, WINDING UP, LIQUIDATION

a) **Causes of Dissolution.** This Limited Liability Company shall be dissolved on the occurrence of any of the following events, unless the remaining members by a simple majority give their written consent to the continuance of the company:

- 1) Termination of the term of existence specified herein, provided it is less than thirty (30) years.
- 2) Withdrawal, retirement or expulsion of a member.
- 3) Death, disability or bankruptcy of a member.
- 4) Unanimous written consent of the members.

b) **Right to Continue Business.** The remaining members of this Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the company.

c) **Payment if Limited Liability Company is Continued.** If the remaining members elect to continue the company business under subparagraph (b) of this article, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined by subparagraph (d) of this article, as of the date of the events enumerated in subparagraph (a). Payment shall be made within three (3) months.

d) **Value of Member's Interest.** The value of a member's interest in the Limited Liability Company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the company; and (2) subtracting from the sum of the above totals the sum of the sum of the total of any amount owed by him to the company. If any member withdraws from the company, that member shall be entitled to his initial contribution; to his subsequent capital contributions.

c) **Winding Up and Liquidation.** On dissolution of the Limited Liability Company, if the company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the company shall be applied to company liabilities in the following order:

- (1) Amounts owing to creditors other than members.
- (2) Amounts owing to members other than for capital and profits.
- (3) Amounts owing to members in respect to capital.
- (4) Amounts owing to members in this respect to profits.

ARTICLE XV: NOTICE TO MEMBERS

All notices to the members of this Limited Liability Company pursuant to these articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

ARTICLE XVI: AMENDMENTS

These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Department of State. All members of the company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have executed these Articles
of Organization on the 9th day of June 1995.

Elise Levin
Name: ELISE LEVIN

Petra Rudat
Name: PETRA RUDAT

Elise Levin
Name: ELISE LEVIN

Petra Rudat
Name: PETRA RUDAT

Dieter Kruegel
Dieter Kruegel

Margarita Kruegel
Margarita Kruegel

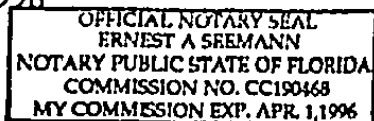
Peter Wittander
Peter Wittander

Agnetta Wittander
Agnetta Wittander

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that on this 9th day of June, 1995, before me,
an officer duly qualified to take acknowledgments, personally appeared, DIETER
KRUEGEL, MARGARITA KRUEGEL, PETER WITTANDER, and
AGNETA WITTANDER who are personally known to me, and who executed
the foregoing instrument, acknowledged before me that they executed the same,
and who did not take an oath.

My Commission Expires:
April 1, 1996



Ernest A. Seemann
Ernest A. Seemann
Notary Public, State of Florida
Commission No.: CC190468

Having been named to accept service of process for the above-stated
Limited Liability Company at the place designated within the Article of
Organization, the undersigned hereby accepts to act in this capacity and agrees to
comply with the provisions of Chapter 608.415, Florida Statutes.

Ernest A. Seemann
Ernest A. Seemann

STATE OF FLORIDA)
COUNTY OF LEE)

AFFIDAVIT

BEFORE ME, the undersigned authority, appeared today PETER WITTANDER who is personally known to me, and who, after having been duly sworn, deposes and says:

1. My name is Peter Wittander; my address is 1318 S.E. 47th St., Cape Coral, FL 33904.

2. I make this affidavit in compliance with Sec. 608.407(2) Florida Statutes as a member of the proposed Limited Liability Company K & W INVESTMENTS OF LEE COUNTY, L.C. and declare:

(a) The Limited Liability Company K & W INVESTMENTS OF LEE COUNTY, L.C., will have two members, namely Dieter Kruegel and Margarita Kruegel, his wife, as joint tenants with the right of survivorship, and Peter Wittander and Agneta Wittander, his wife, as joint tenants with the right of survivorship.

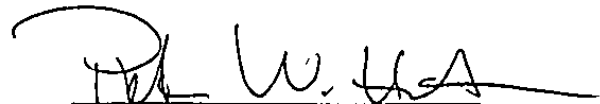
(b) The actual amount of cash contribution is \$300,000.00 (Three Hundred Thousand Dollars);

(c) The agreed value of any property other than cash contributed is approx.
\$ N/A.

(d) The amount of cash and property anticipated to be contributed is approx.
\$ 300,000.00.

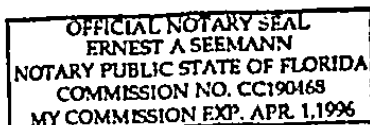
3. I sign this Affidavit as the member owning a majority interest in the company.


FURTHER AFFIANT SAYETH NAUGHT.


Peter Wittander

SWORN TO and subscribed before me this 9th day of June 1995.

My Commission Expires:
April 1, 1996




Ernest A. Seemann
Notary Public, State of Florida
Commission No.: CC190468

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

2nd NOTICE: Limited Liability Company Will Be Dissolved On Or After August 21, 1996, If Dissolved, Minimum Amount Due To Reinstate: \$738.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra D. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 263.75	Annual Report \$100.00 • \$136.75 Corporation Supplemental Fee • \$25.00 LATE FEE Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company K & W INVESTMENTS OF LEE COUNTY, L.C. 1318 SE 47 ST CAPE CORAL FL 33904	DOCUMENT # L95000000467
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TALLAHASSEE, FLORIDA

2. Principal Place of Business 1503 SE 47 TH TERRACE Suite, Apt. #, etc.		2a. Mailing Address P.O. Box 1557 Suite, Apt. #, etc.	
City & State CAPE CORAL FL		City & State CAPE CORAL FL	
Zip 33904	Country USA	Zip 33910-1557	Country USA

1a. Principal Place of Business Address 1318 SE 47 ST CAPE CORAL FL 33904
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3. Date Organized or Qualified 06/15/1995	3a. State of Formation FL
4. FET Number	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired \$5.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent SELMANN, ERNEST A 4729 DEL PRADO BLVD CAPE CORAL FL 33904
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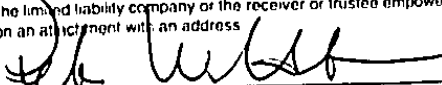
8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City	600001932258 -08/27/96--01022--017 ****263.75 ****263.75 FL
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9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(If Registered Agent Accepting Appointment: (If Not Registered Agent Accepting Appointment: (If Not Registered Agent Accepting Appointment:)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	KRUEGEL, DIETER	BIRKENWEG 2	D-90547, GERMANY
MGRM	KRUEGEL, MARGARITA	BIRKENWEG 2	D-90547, GERMANY
MGRM	WITTANDER, PETER	1318 SE 47 ST	CAPE CORAL FL
MGRM	WITTANDER, AGNETA	1318 SE 47 ST	CAPE CORAL FL

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information furnished on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:  8-1-96 (941) 549-301