



THE UNITED STATES
CORPORATION
COMPANY

L98000000142

ACCOUNT NO. : 072100000032

REFERENCE : 691135 9440A

AUTHORIZATION : Patricia Pujols

COST LIMIT : \$ 337.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -3 AM 11:32

ORDER DATE : February 2, 1998

ORDER TIME : 9:08 AM

ORDER NO. : 691135-005

CUSTOMER NO: 9440A

CUSTOMER: William A. Pfeuffer, Esq
BURZYNSKI & PFEUFFER

900002419389--9

1124 Goodlette Road

Naples, FL 33940

DOMESTIC FILING

NAME: 3625 POINSETTIA, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

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ARTICLES OF ORGANIZATION
OF
3625 POINSETTIA, L.C.

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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 3625 POINSETTIA, L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 12795 Maiden Cane Lane, Bonita Springs, Florida 34135.

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.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is William A. Pfeuffer, 1124 Goodlette Road, Naples, Florida 34102.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations 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.

ARTICLE VIII -- TERMINATION OF EXISTENCE


The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

NAME	ADDRESS
Henry Holzkamper	12795 Maiden Cane Lane, Bonita Springs, Florida 34135.
Jan E. Moore	12795 Maiden Cane Lane, Bonita Springs, Florida 34135.
Joseph V. Farago Revocable Trust	2034 North Clark Street, Chicago, Illinois 60614.

IN WITNESS WHEREOF, the undersigned authorized representative has made and subscribed these Articles of Organization at Naples, Florida, on this 29th day of January, 1998.


William A. Pfeuffer, authorized representative

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared William A. Pfeuffer, to me well known to be the authorized representative of a member of the above

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limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 29th day of January, 1998.



(SEAL)

Melanie Pruneda
Print Name:
Notary Public, State of Florida

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF COLLIER

Pursuant to the provisions of Sections 608.415 and 608.407 (1) (d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is 3625 POINSETTIA, L.C.

The name of the registered agent for 3625 POINSETTIA, L.C., is William Pfeuffer and the street address of the company's principal office where the agent is located is 1124 Goodlette Road, Naples, Florida 34102.

This statement is to acknowledge that, as indicated above, 3625 POINSETTIA, L.C. has appointed me, William Pfeuffer, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 I am familiar with and accepts the obligations of my position as registered agent.

Dated: 1-29-98

William Pfeuffer
William Pfeuffer
Registered Agent

EXHIBIT "A"


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

STATE OF FLORIDA
COUNTY OF COLLIER

In compliance with Florida Statute section 608.407 (2), the undersigned authorized representative of a member of 3625 POINSETTIA, L.C., (the "Company"), deposes and says:

1. The Company identified above has at least two members.
2. The total amount of cash contributed by the members is \$29,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$29,000.00. This total includes the amounts from 2 and 3 above.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

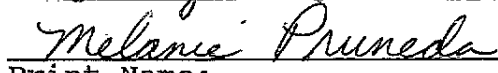

William Pfeuffer, authorized
representative of member

Date: 1-29-98

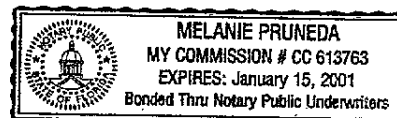
STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared William Pfeuffer, to me well known to be the authorized representative of a member of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 29th day of January, 1998.


Print Name:
Notary Public, State of Florida

(SEAL)



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