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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known) 700002588907--5

DSP of Naples LC

-07/14/98--01094--008
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership LLC
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
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DEPARTMENT OF STATE
CORPORATION
93 JUL 14 PM 2:14

Ordered By: _____

Date: _____

**ARTICLES OF ORGANIZATION
OF
DSP of Naples, L.C.**

The undersigned organizers hereby form a Limited Liability Company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Limited Liability Company shall be:

DSP of Naples, L.C.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business of this company shall be 2154 Trade Center Way, Suite 3, Naples, Florida 34109, and the mailing address of the company shall be the same.

ARTICLE III. TERM OF EXISTENCE

This limited liability company shall commence its existence on the date these Articles are filed, pursuant to Florida Statutes Section 608.409; and shall exist until December 31, 2026 or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE IV. NATURE OF BUSINESS

This limited liability company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

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TALLAHASSEE, FLORIDA

ARTICLE V. CONTRIBUTIONS TO CAPITAL

This company shall commence its existence with **ONE THOUSAND AND NO/100 DOLLARS (\$1000.00)** cash as its contributed capital. There are no additional contributions to be made by the members except as determined by unanimous consent of the members.

ARTICLE VI. NEW MEMBERS

No new members shall be admitted without the consent of all existing members.

ARTICLE VII. CONTINUATION OF COMPANY

Remaining members of this limited liability company shall have the right to continue the business of the company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any event that terminates the continual membership of a member in the limited liability company, upon the unanimous vote of all remaining members.

ARTICLE VIII. MANAGEMENT

1. The limited liability company shall be managed by a manager or managers pursuant to Florida Statutes Section 608.422. The name and address of the managers who will serve until the first annual meeting of the members or until their successor(s) are elected and qualified are:

Art Shafran
Brentwood Development Group
2154 Trade Center Way, Suite 3
Naples, FL 34109

James E. Pierce
Brentwood Development Group
2154 Trade Center Way, Suite 3
Naples, FL 34109

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Douglas Dvorak
263 Fifth Avenue South
Naples, FL 34102

2. At the first annual meeting of the members and annually thereafter the manager or managers shall be elected annually by the members in the manner prescribed by and provided in the regulations of this limited liability company.

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

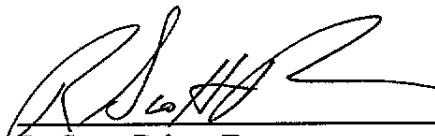
1. The name of the initial registered agent of the company is R. Scott Price, Esq.
2. The street address of the initial registered office of the limited liability company shall be Kelly, Price, Passidomo & Siket, 2640 Golden Gate Parkway, Suite 315, Naples, FL 34105. The mailing address shall be Kelly, Price, Passidomo & Siket, 2640 Golden Gate Parkway, Suite 315, Naples, FL 34105.

ARTICLE X. ORGANIZERS

1. The name and street address of the Organizer to these Articles of Organization is:

R. Scott Price, Esq.
Kelly, Price, Passidomo & Siket
2640 Golden Gate Parkway
Suite 315
Naples, Florida 34105

IN WITNESS WHEREOF, the undersigned, have hereunto set their hands, on this 5th day of July, 1998.



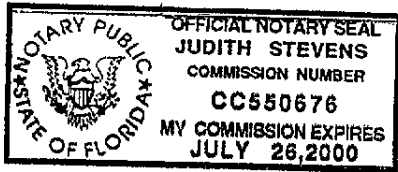
R. Scott Price, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss
COUNTY OF COLLIER)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared R. SCOTT PRICE, who was not sworn and who is personally known to me as the person who executed these Articles of Organization, and he acknowledged before me that as his free act they executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13th day of July, 1998.



Judith Stevens
Notary Public
My Commission Expires:

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NOTARY PUBLIC
TALLAHASSEE, FLORIDA

ACCEPTANCE:

I agree, as Registered Agent, to accept service of process and act in this capacity; to comply with the provisions of all statutes relating to the proper and complete performance of my duties; to keep my office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with and accept the obligations of my position as registered agent.

WITNESS my hand this 13th of July, 1998 in the City of Naples, State of Florida.

R. Scott Price

R. Scott Price
Registered Agent


AFFIDAVIT PURSUANT TO 608.407(2), FLORIDA STATUTES

The undersigned constituting one of the three (3) members of DSP of Naples, L.C., a Florida Limited Liability Company, certifies:

1. The limited liability company has three (3) members.
2. The amount of capital contributions to date of the members is \$1000.00 cash and zero dollars of property other than cash.
3. The total amount of cash and the value other property anticipated to be contributed by the members is zero dollars.

FURTHER AFFIANTS SAYETH NOT.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.



 Arthur A. Shafran

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss:
 COUNTY OF COLLIER)

Before me, a notary public authorized to take acknowledgements in the State and County set forth above personally appeared Arthur A. Shafran, who was sworn and who is personally know to me as the person who executed this Affidavit or who produced _____ as identification, and he acknowledged before me that as his free act he executed this Affidavit and stated that the facts contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13th day of July, 1998.



 Notary Public
 My Commission Expires:

