



THE UNITED STATES
CORPORATION
COMPANY

L9800000/190

ACCOUNT NO. : 072100000032

REFERENCE : 896964 7159901

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Pigut

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL 23 PM 3:13

ORDER DATE : July 20, 1998

ORDER TIME : 1:57 PM

ORDER NO. : 896964-005

CUSTOMER NO: 7159901

CUSTOMER: Mr. Joseph G. Viacava
MR. JOSEPH G. VIACAVA

1235 S.e. 2nd Place

Cape Coral, FL 33990

200002596992--2

DOMESTIC FILING

NAME: NESTA HOLDINGS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION- LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

16

myc 7/23/98

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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I. NAME

The name of the Limited Liability Company is:

NESTA HOLDINGS, L.L.C.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1235 S.E. 2nd Place, Cape Coral, Florida, 33990.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

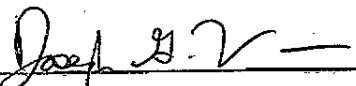
The street address of the initial registered office of the corporation shall be 1235 S.E. 2nd Place, Cape Coral, Florida, 33990 and the name of the initial registered agent of the corporation at that address is Joseph G. Viacava.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the manager and the name(s) and address(es) of the managing member(s) is/are:

Member: Joseph G. Viacava
1235 S.E. 2nd Place
Cape Coral, Florida 33990

The undersigned authorized representative of a member of
NESTA HOLDINGS, L.L.C. hereby executes these articles of
organization on this Monday, 20th day of July 1998.


BY: Joseph G. Viacava
as its agent as authorized
representative of:

NESTA HOLDINGS, L.L.C.

Dated: July 20, 1998

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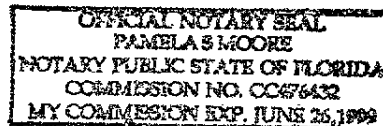
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of NESTA HOLDINGS, L.L.C. deposes and says:

- 1) the above named limited liability company has two members:
- 2) the total amount of cash contributed by the member(s) is \$15,000.00:
- 3) if any, the agreed value of property other than cash contributed by member(s) is 0:
- 4) the amount of cash or property anticipated to be contributed by member(s) is 0:
- 5) the total amount of 2, 3, and 4 is: \$15,000.00.

Joseph G. Viacava
BY: Joseph G. Viacava
as authorized representative of a member of:
Nesta Holdings, L.L.C.



Pamela S. Moore
7-20-98

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Joseph G. Viacava, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

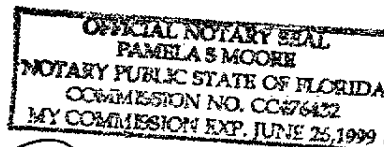
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NESTA HOLDINGS, L.L.C.

Joseph G. Viacava is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Joseph G. Viacava

Typed Name: Joseph G. Viacava



Personally
known to
me

Pamela S. Moore
7-20-98

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LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of NESTA HOLDINGS, L.L.C. (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this twentieth day of July, 1998.

Peter McQuillan

WITNESS

PETER McQUILLAN

TYPED OR PRINTED NAME

Patricia A Baas

WITNESS

PATRICIA A - BAAS

TYPED OR PRINTED NAME

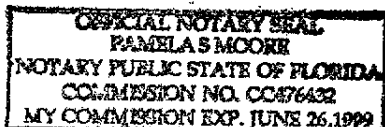
Joseph G. Viacava

SIGNATURE

Joseph G. Viacava

TYPED OR PRINTED NAME

Pamela S. Moore (personally known to me)



7-20-98