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CONTACT: CORINNE P MCCLURE

PHONE: (941) 649-3186

FAX #: (941) 263-0703

NAME: WCSP LLC

AUDIT NUMBER.....H98000016938

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY

OF

WCSP LLC

ARTICLE I

Name

The name of this Limited Liability Company is WCSP LLC (the "Company").

ARTICLE II

Address

The mailing address and street address of the principal office of the Company is:

c/o Brentwood Development Group
2154 Trade Center Way, Suite 3
Naples, FL 34109

ARTICLE III

Duration

The period of duration for the Company is perpetual.

ARTICLE IV

Registered Office and Agent

The initial registered office of this Company shall be c/o Cummings & Lockwood, 3001 Tamiami Trail North, 4th Floor, Naples, FL 34103, and its initial registered agent at such office shall be CLASP Inc.

Prepared by Thad Kirkpatrick, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101
(941) 262-8311
Florida Bar No. 398160

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ARTICLE V
Management

The Company is to be managed by managing members and the name(s) and address(es) of the managing members are:

Arthur A. Shafran
2154 Trade Center Way
Suite 3
Naples, FL 34109

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

ARTICLE VI
Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as provided in the Regulations.

ARTICLE VII
Members Rights to continue Business:

The right, if given, of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company shall be as provided in the Regulations.

Dated this ____ day of September, 1998.

By: _____

Arthur A. Shafran, Managing Member

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: **WCSP LLC.**
2. The name and address of the registered agent and office is:

CLASP Inc.
c/o Cummings & Lockwood
3001 Tamiami Trail North, 4th Floor
Naples, FL 34103

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the 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 accept the obligations of my position as registered agent.

DATED: September 10, 1998.

CLASP INC.

By: 
Aaron A. Farmer, Vice President

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of WCSP LLC (the "Company"), deposes and says:

1. The above-named Company has at least two members.
2. The total amount of cash contributed by the members at this time is: \$ -0-.
3. If any, the agreed value of property other than cash contributed by members is: \$ -0-.
A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by members in the future is:
\$1.2 Million.
5. The total amounts of 2, 3 and 4 is \$1.2 Million.

Dated: September 9, 1998

WCSP LLC

By: 

Arthur A. Shafran, Managing Member

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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