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LAW OFFICES OF
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JOHN D. SPEAR
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JAMES E. KERR

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October 14, 1998

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

RE: STRUBLE COLLECTION, L.C.

CM

Dear Sir or Madam:

Enclosed are two originals of the Articles of Organization for the above-named proposed Florida company. Also enclosed is our check in the amount of \$346.25 representing payment of the following:

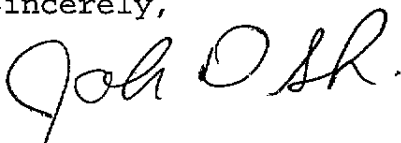
1. Filing Fee;
2. Registered Agent Designation;
3. Certified Copy;
4. Certificate.

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Please file the enclosed Articles of Organization and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,



John D. Spear

JDS/sav

Enclosures

cc: Ward S. Struble

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

STRUBLE COLLECTION, L.C.

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, **Struble Collection L.C.**

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the company shall be:

**1495 Railhead Blvd. #5
Naples, FL 34110**

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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:

Catherine Lowder
24753 Hollybrier Lane
Bonita Springs, FL 34134

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

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at least two remaining members.

ARTICLE IX. **MANAGEMENT**

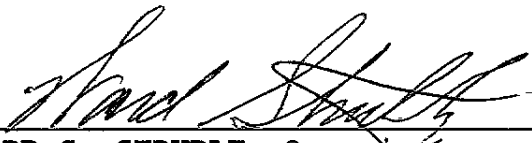
The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these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


Ward S. Struble
24752 Hollybrier Lane
Bonita Springs, FL 34134

Catherine Lowder
24752 Hollybrier Lane
Bonita Springs, FL 34134

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Bonita Springs, Florida, on October 14, 1998.

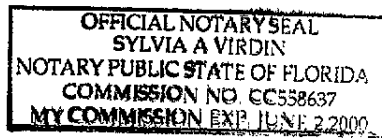

WARD S. STRUBLE, Organizer


CATHERINE LOWDER, Organizer

STATE OF FLORIDA

COUNTY OF LEE

Sworn to and subscribed before me this 14th day of October, 1998, by Ward S. Struble and Catherine Lowder. They are personally known to me or have produced driver's licenses as identification.



Sylvia A. Virdin
Signature of Notary Public

Sylvia A. Virdin
Printed Name of Notary Public

Commission Expires:

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **STRUBLE COLLECTION L.C.**, deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$60,000.00.
3. If any, the agreed value of property other than cash contributed by the members is: **\$N/A**. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by the members is: **\$60,000.00**. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.


WARD S. STRUBLE

STATE OF FLORIDA

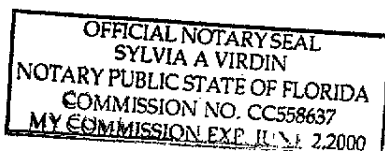
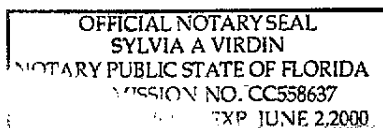
COUNTY OF LEE

Sworn to and subscribed before me this 14th day of October, 1998, by **Ward S. Struble**. He is personally known to me or has produced driver's license as identification.


Signature of Notary Public


Sylvia A. Virdin
Printed Name of Notary Public

Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of **STRUBLE COLLECTION, L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



CATHERINE LOWDER,
Registered Agent

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