

Division of Corporations

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FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Spring Creek Center, L.C.

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STATE OF FLORIDA
TALLAHASSEE

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**ARTICLES OF ORGANIZATION
OF
SPRING CREEK CENTER, L.C.**

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The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, does set forth the following:

ARTICLE I - NAME

The name of the Limited Liability Company is Spring Creek Center, L.C. (the "Company").

ARTICLE II - PERIOD OF DURATION

Unless dissolved earlier in accordance with Florida law or the Regulations of the Company, the Company shall exist perpetually.

ARTICLE III - PURPOSE

The purpose for which the Company is organized is to engage in the ownership, development, operation, and rental of real estate. The Company shall also have all of the other powers vested in a limited liability company organized and existing under the laws of the State of Florida.

ARTICLE IV - ADDRESS OF PLACE OF BUSINESS

The mailing address and the street address of the principal office of the Company is 6566 Daniel Court, Fort Myers, Florida 33908.

ARTICLE V - REGISTERED AGENT

The name and street address of the initial registered agent in Florida for the Company is Steven I. Winer, Esquire, One University Park, Suite 600, 12800 University Drive, Fort Myers, Florida 33907. The acceptance of such appointment is attached to these Articles of Organization.

ARTICLE VI - ADDITIONAL MEMBERS

Members may admit additional members upon unanimous agreement of the then existing members.

ARTICLE VII - CONTINUITY OF BUSINESS

Upon 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, the business of the Company shall not be continued and the Steven I. Winer, Esq. Phone: (941) 489-1776
12800 University Drive, Ste 600 FL Bar No.: 476366
Fort Myers, FL 33907

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Company shall be dissolved unless there is obtained the consent of a majority of the remaining members of the Company, as more particularly provided by the Company's Regulations.

ARTICLE VIII - MANAGEMENT

The Company is to be managed by a Manager, or Managers as more particularly provided in the Company's Regulations. The name and address of such Manager who is to serve as Manager until the first annual meeting of members or until its successor is elected and qualified, pursuant to the Company's Regulations, is as follows:

Harbourside Construction, Inc., a Florida corporation
6566 Daniel Court
Fort Myers, Florida 33908

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the 30 day of November, 1998.

HARBOURSIDE CONSTRUCTION, INC., a
Florida corporation, Managing Member

By *Frank R. Jenkins*
Frank R. Jenkins, President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 30 day of November, 1998, by FRANK R. JENKINS, President of HARBOURSIDE CONSTRUCTION, INC., a Florida corporation, as Managing Member of Spring Creek Center, L.C., a Florida limited liability company, who is personally known to me or has produced _____ as identification.



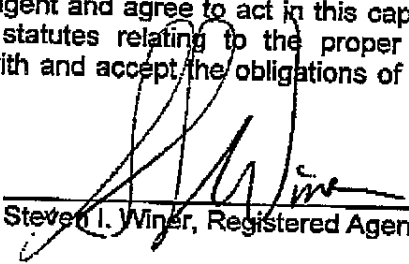
Angela Enyart
Notary Signature
ANGELA ENYART
Printed Name
APRIL 1, 2002
My Commission Expires

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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.



Steven I. Winer, Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Spring Creek Center, L.C., a Florida limited liability company, deposes and says as follows:

1. The above named limited liability company has at least one member.
2. The total amount of cash and description and agreed value of property other than cash contributed by the members and the amount anticipated to be contributed by the members is \$500,000.00.

HARBOURSIDE CONSTRUCTION, INC., a
Florida corporation, Managing Member

By: *Frank R. Jenkins*
Frank R. Jenkins, President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 30 day of November, 1998, by FRANK R. JENKINS, President of HARBOURSIDE CONSTRUCTION, INC., a Florida corporation, as Managing Member of Spring Creek Center L.C., a Florida limited liability company, who is personally known to me or has produced _____ as identification.

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3:33
SECRETARY OF STATE
DIVISION OF CORPORATIONS



Angela Enyart
Notary Signature
ANGELA ENYART
Printed Name
APRIL 1, 2002
My Commission Expires