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LAW OFFICES OF  
MARY V. PALUMBO, P.A.  
ATTORNEY AT LAW, C.P.A.

Wills, Trusts, Probate,  
Corporations, Title  
Insurance, Real Estate

The Renaissance Plaza  
8695 College Parkway, Suite 113  
Fort Myers, Florida 33919  
Telephone: (941)437-1197  
Facsimile: (941)437-1196

Member of Florida,  
Texas and D.C. Bars  
CPA - Maryland

November 17, 1998

VIA OVERNIGHT COURIER

State of Florida  
Department of State  
Limited Partnership Division  
409 E. Gaines Street  
Tallahassee, FL 32301

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-11/18/98--01057--010  
\*\*\*\*337.50 \*\*\*\*337.50

RE: Toppel/SHP, L.L.C.  
Our File No. 97-2790(A)

Dear Sir/Madam:

Enclosed please find the following:

1. An original and one copy Articles of Organization; Affidavit of Membership and Contributions; Certificate of Designation of Registered Agent and Office;
2. Check in the amount of \$337.50 in payment of filing fees and certified copy fee.

Please file the original and return the Certificate of Authority and the one certified copy to the above address in the enclosed pre-addressed UPS envelope.

Very truly yours,

*Carol Lee Mackness*

Carol Lee Mackness

Legal Assistant

Name	clm
Availability	Enclosures
Document Examiner	cc: Mr. and Mrs. Michael Toppel C:\WPDOCS\CORPORAT.DOC\TOPPEL.SEC
Updater	DOC
Updater Verifier	CC
Acknowledgement	DOC
W. P. Verifier	CC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 DEC -9 PM 3:00

FILED

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VIA COURIER

December 7, 1998

Diane Cushing  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: SHP, L.L.C.  
Our File No: 97-2790(A)  
Your File Ref. Number: W98000026881

Dear Ms. Cushing:

We are resubmitting the Articles of Incorporation for SHP, L.L.C. for filing. As requested in your letter of December 2, 1998, Article I has been corrected to reflect the principal office of SHP, L.L.C. and the mailing address of the limited liability company.

Very truly yours,



Carol Lee Mackness  
Legal Assistant

/clm  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 2, 1998

CAROL LEE MACKNESS  
C/O MARY V. PALUMBO, P.A.  
8695 COLLEGE PARKWAY, SUITE 113  
FORT MYERS, FL 33919

SUBJECT: SHP, L.L.C.  
Ref. Number: W98000026881

We have received your document for SHP, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 798A00057007

ARTICLES OF ORGANIZATION OF

*SHP, L.L.C.*

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be SHP, L.L.C., and the address of its principal office and the mailing address of the limited liability company shall be located at 1406 Lafayette St., the City of Cape Coral, County of Lee, State of Florida, 33904 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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TALLAHASSEE FLORIDA  
SECRETARY OF STATE

subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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TALLAHASSEE COUNTY FLORIDA  
SECRETARY OF STATE

ARTICLE IV  
MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Michael Lewis Toppel  
5948 SW 1st Avenue  
Cape Coral, FL 33914

Rhonda Lynn Toppel  
5948 SW 1st Avenue  
Cape Coral, FL 33914

ARTICLE IV  
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of its members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE V  
CAPITAL CONTRIBUTIONS

Capital contributions in the amount set forth in Exhibit "A" shall be paid to the limited liability company by the two (2) members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in the shares shown on Exhibit "A".

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Members shall be entitled a distributive share of the profits specified on Exhibit "A". The distributive share of the profits shall be determined and paid to the members each year on December 31.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the percent set forth alongside the name of each member as shown on Exhibit "A".

ARTICLE VIII

DURATION

This limited liability company shall exist until August 31, 2026, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1406 Lafayette St. , City of Cape Coral, County of Lee, State of Florida, 33904 and the name of the company's initial registered agent at that address is Michael Toppel

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of SHP, L.L.C.

FILED  
98 DEC -9 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EXHIBIT "A"**  
**TO**  
**ARTICLES OF ORGANIZATION OF**  
**SHP, L.L.C.**

**CAPITAL CONTRIBUTIONS**

<u>Name and Address</u>	<u>Contribution</u>	<u>Percent Share</u>
Rhonda Lynn Toppel 5948 SW 1st Avenue Cape Coral, FL 33914	\$ 100.00	50%
Michael Lewis Toppel 5948 SW 1st Avenue Cape Coral, FL 33914	\$ 100.00	50%

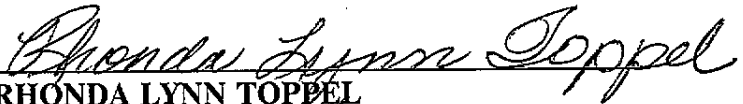



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

SHP, L.L.C.

In compliance with Florida Statutes Section 608.407(2) the undersigned member of SHP, L.L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by each of the members is \$100.00.
3. If any, the agreed value of property other than cash contributed by the members is NONE.
4. The total amount of cash or property anticipated to be contributed by the members is \$200.00. This total includes the amounts from 2 and 3 above.

  
RHONDA LYNN TOPPEL

  
MICHAEL LEWIS TOPPEL

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98 DEC -9 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Signature of a member or authorized representative of a 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)

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the limited liability company is SHP, L.L.C.

The name of the registered agent and office is:

Michael Toppel  
1406 Lafayette St.  
Cape Coral, Fl 33904

*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 this 29 day of OCTOBER, 1998.

SHP, L.L.C.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

*Michael Toppel*  
*Member*

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98 DEC -9 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Mary V Palumbo  
WITNESS

Carol Lee Mackness  
WITNESS

Subscribed and acknowledged to before me by **MICHAEL LEWIS TOPPEL**, as member of SHP, L.L.C., on this 29<sup>th</sup> day of October, 1998, who personally appeared before me. **MICHAEL LEWIS TOPPEL** is  personally known to me or has  produced Florida Driver's License No. T140-552-50-258-0, as identification. \_\_\_\_\_

and \_\_\_\_\_ are personally known to me.



Kathleen A Holt  
NOTARY PUBLIC  
Print Name: Kathleen A. Holt  
Commission No: CC 470471  
Commission Expires: 6-8-99

Mary V Palumbo  
WITNESS

Carol Lee Mackness  
WITNESS

Subscribed and acknowledged to before me by **RHONDA LYNN TOPPEL**, as member of SHP, L.L.C., on this 29<sup>th</sup> day of October, 1998, who personally appeared before me. **RHONDA LYNN TOPPEL** is  personally known to me or has  produced Florida Driver's License No. T140-732-57-590-0, as identification. \_\_\_\_\_ and \_\_\_\_\_ are personally known to me.



Kathleen A Holt  
NOTARY PUBLIC  
Print Name: Kathleen A. Holt  
Commission No: CC 470471  
Commission Expires: 6-8-99