

ARTICLES OF ORGANIZATION

OF

TSI PROPERTY, L.C.

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DIVISION OF CORPORATIONS
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A Limited Liability Company organized under Chapter 608, Florida Statutes.

The undersigned, being one (1) of the initial members of a limited liability company to be formed under the Florida Limited Liability Company Act (the "Act"), hereby adopts these, the following Articles of Organization:

FIRST: The name of the limited liability company (the "Company") is: TSI PROPERTY, L.C.

SECOND: The duration of the Company's existence shall be thirty (30) years from the date these Articles are filed with the Department of State of the State of Florida, unless earlier terminated as provided in Article SIXTH of these Articles.

THIRD: The mailing address and the street address of the Company's principal office is 15451 Sweetwater Ct., Ft. Myers, Florida 33912.

FOURTH: The name and street address of the Company's initial registered agent in the State of Florida shall be David L. Wolfe, Esq., 28000 Spanish Wells Blvd., Suite 220, Bonita Springs, Florida 34135.

FIFTH: Additional members may be admitted to the Company upon the approval of, and upon such terms and conditions, including whether any such additional members shall have management authority, as shall be established by members of the Company holding not less than a majority of the percentage shares of interest of the Company.

SIXTH: The Company shall be dissolved upon the death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of any member; provided, however, that members then holding not less than a majority of the remaining percentage shares of interest of the Company may consent to the continuance of the Company's business notwithstanding the death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of any member. Further, the Company shall be dissolved upon unanimous agreement of all members.

SEVENTH: The Company is initially to be managed by its members, who shall elect one of their members to become General Manager, and the name and address of the initial managing member is as follows:

Glenn E. Caudill
15451 Sweetwater Ct.
Ft. Myers, FL 33912

who shall serve until the first meeting of members, or until his successor is elected and qualifies.

EIGHTH: The members of the Company shall enter into a Membership & Operating Agreement to provide regulations for the affairs of the Company, and other matters concerning their relative rights and obligations; provided, however, that said operating agreement shall not contravene these Articles or the Act.

NINTH: The purpose or purposes for which the Company is organized are: To engage in the transaction of any and all business in which limited liability companies may engage under the provisions of the Act.

IN WITNESS WHEREOF, the undersigned, being one (1) of the initial members of the Company, for the purpose of forming a limited liability company under the Act, has executed

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these Articles, this 13 day of JANUARY, 1999.

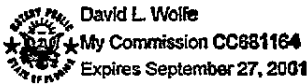
Glenn E. Caudill
Glenn E. Caudill, an Initial Member

STATE OF FLORIDA
COUNTY OF LEE

Sworn to and subscribed before me this 13th day of January, 1999.

by Glenn E. Caudill.

(Seal)



David L. Wolfe
Signature of Notary Public

Print Name of Notary

My commission expires: _____

Personally Known OR Produced Identification _____

Type of Identification Produced _____

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I, David L. Wolfe, Esq., having been designated to act as registered agent of TSI PROPERTY, L.C., a Florida limited liability company, simultaneously with such designation hereby agree to act in this capacity; and, state that I am familiar with, and accept the obligations of that position.

David L. Wolfe
David L. Wolfe, Esq., Registered Agent

AFFIDAVIT OF TSI PROPERTY, L.C.
a Florida limited liability company

This Affidavit accompanies the Articles of Organization of TSI PROPERTY, L.C., a Florida limited liability company, at the time said Articles are submitted to the Secretary of State of Florida, and is made pursuant to Section 608.407(2) of the Statutes of the State of Florida, as follows:

STATE OF FLORIDA

COUNTY OF LEE

Glenn E. Caudill ("Affiant"), of lawful age, being first duly sworn, upon oath, deposes and says:

1. That he is one of the initial members of TSI PROPERTY, L.C., herein called the "Company", a Florida limited liability company.
2. The Company has at least two (2) members.
3. Cash in the amount of \$1,080.34 has been contributed to the Company.
4. Additional property consisting of real property with an equity value of \$48,419.66, and, personal property consisting of prepaid engineering expenses are anticipated to be contributed to the Company by the Members.
5. Further Affiant sayeth not.

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Glenn E. Caudill
Glenn E. Caudill

Sworn to and subscribed before me this 13th day of January, 1999, by Glenn E. Caudill.

(seal)



David L. Wolfe
My Commission CC681164
Expires September 27, 2001

[Signature]
Signature of Notary Public

Printed Name of Notary Public

Personally Known X OR Produced Identification _____

Type of Identification Produced _____