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ACCOUNT NO. : 072100000032

REFERENCE : 128945 - 4218B

AUTHORIZATION :

COST LIMIT : \$ 337.50

FILED
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DIVISION OF CORPORATIONS
99 FEB -9 PM 3:11

ORDER DATE : February 9, 1999

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ORDER NO. : 128945-005

CUSTOMER NO: 4218B

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CUSTOMER: Benjamin Jablow, Esq
ROETZEL & ANDRESS
ROETZEL & ANDRESS
2320 First Street
Suite 1000
Fort Myers, FL 33901

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
101 ANDREWS BLVD
WASHINGTON, DC 20540

DOMESTIC FILING

NAME: WESTERN RESERVE PROPERTIES,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

L99-712

Name	7-9
Availability	7-9
Document Examiner	7-9
Updater	7-9
Underwriter	7-9
Verifier	7-9
Acknowledgment	7-9
W. P. Verifier	7-9

**ARTICLES OF ORGANIZATION
OF
WESTERN RESERVE PROPERTIES, L.L.C.**

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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 Western Reserve Properties, L.L.C. ("Company").

ARTICLE II — ADDRESS

The mailing address and street address of the principal office of the Company shall be 12030 Summergate Circle, A101, Fort Myers, FL 33913.

ARTICLE III — COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon filing, and shall continue until December 31, 2045, unless otherwise dissolved pursuant to Article VIII of 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 Stanley R. Zaller, 12030 Summergate Circle, A101, Fort Myers, FL 33913.

ARTICLE V — INITIAL CAPITAL CONTRIBUTIONS

The members of the company shall make initial contributions to the capital of the Company as set forth in Exhibit "A".

ARTICLE VI — ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional future capital contributions to the Company as provided in the Regulations of the Company or otherwise by 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 only 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 — DISSOLUTION OF COMPANY

Upon the death, insanity, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote or written consent of those members owning a majority of the capital and profits of the Company as contemplated in Rev. Proc. 94-46.

ARTICLE IX - MANAGEMENT

The Company shall be managed by the manager or managers elected or appointed by the members in accordance with the Regulations to be adopted by the members for the management of the business and affairs of the Company. These Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the initial Managers of the Company are:

	NAME	ADDRESS
(a)	Stanley R. Zaller	12030 Summergate Circle, A101 Fort Myers, FL 33913
(b)	Ronald E. Koporc	12030 Summergate Circle, A101 Fort Myers, FL 33913

ARTICLE X - AMENDMENT

These Articles of Organization may be amended by the consent of all members, or as may otherwise be provided by law.

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Fort Myers, Florida, on this 8th day of February, 1999.

ORGANIZER:


Stanley R. Zaller

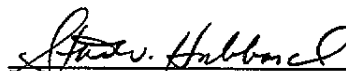
STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING instrument was sworn to, subscribed and acknowledged before me this 8th day of February, 1999, by Stanley R. Zaller, to me known or who presented _____ as identification and who did take an oath.

My Commission Expires:

3/9/2002



Print Name: Steven W. Hubbard

NOTARY PUBLIC STATE OF FLORIDA

Serial No. _____

(Seal)



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EXHIBIT "A"

<u>MEMBER</u>	<u>CAPITAL CONTRIBUTION</u>	<u>PERCENTAGE</u>
Ronald E. Koporc	\$3,750.00	75%
Stanley R. Zaller	\$1,250.00	25%

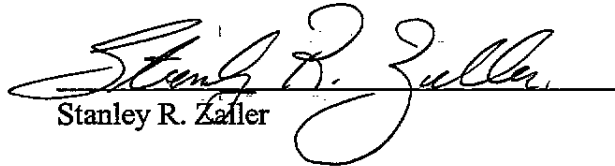
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**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida
Limited Liability Company Act:

Having been appointed registered agent of Western Reserve Properties, L.L.C. in its
Articles of Organization, at the place designated in such Articles of Organization, the
undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts,
the obligations of such position.

Dated: February 8, 1999


Stanley R. Zaller

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Western Reserve Properties, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$5,000.00.
3. The value of non-cash property contributed by the members is none.
4. The total amount of cash or property anticipated to be contributed by members in the future is \$25,000.00.

THE AFFLIANT SAYS NOTHING FURTHER

Dated: February 8, 1999


Stanley R. Zaller

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STATE OF FLORIDA
COUNTY OF LEE

Sworn to and subscribed before me this 8 day of February, 1999, by Stanley R. Zaller who is personally known to me or has produced _____ as identification.


NOTARY PUBLIC

Steven W. Hubbard

Print or Type

My Commission Expires: 3/9/2002

