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Also admitted in Kentucky
Also admitted in New Jersey
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January 27, 1999

Secretary of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Whitlam Enterprises L.L.C

000002761120--1
-02/01/99--01143--013
*****293.75 *****293.75

Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Organization, together with the Affidavit of Capital Contribution for Whitlam Enterprises, L.L.C, together with our law firm's trust account check in the amount of \$293.75 covering the following costs: *CM*

1.	Filing Fee	\$250.00
2.	Registered Agent	35.00
3.	Certified Copy	8.75

TOTAL \$293.75

Please file the original Articles, certify the copy and return it to the undersigned. A pre addressed stamped envelope is enclosed for this purpose.

If you have questions or comments concerning this matter, please feel free to contact me. Otherwise, thank you in advance for your assistance and cooperation.

Very truly yours,

TREISER, KOBZA & VOLPE, Chtd.

Michael J. Volpe
Michael J. Volpe

MJV:mjw

cc: Sarah Jane Whitlam

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DIVISION OF CORPORATIONS
99 FEB 15 PM 2:36



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 4, 1999

MICHAEL J. VOLPE
TREISER, KOBZA & VOLPE, CHTD.
4001 TAMIAMI TRAIL NORTH, SUITE 330
NAPLES, FL 34103

SUBJECT: WHITLAM ENTERPRISES, L.L.C.
Ref. Number: W99000002879

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We have received your document for WHITLAM ENTERPRISES, L.L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 099A00004993

**ARTICLES OF ORGANIZATION
OF
WHITLAM ENTERPRISES, L.L.C**

THE UNDERSIGNED certifies she intends to form a limited liability company under the laws of the State of Florida and hereby declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be **WHITLAM ENTERPRISES, L.L.C**

**ARTICLE II
ADDRESS**

The mailing and street address of the Company's principal office is:

8799-B Tamiami Trail North
Naples, Florida 34108

**ARTICLE III
PURPOSES**

The general nature of the business or businesses to be transacted and which the Company is authorized to transact shall be as follows:

- A. To engage in any activity or business authorized under the Florida Statutes.
- B. 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 herein set forth to the same extend as a natural person might or could do.

**ARTICLE IV
DURATION**

The duration for the Company is perpetual.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The name of the Company's initial registered agent in Florida is **MICHAEL J. VOLPE, Esquire** and the address of the Company's registered agent in Florida is c/o TREISER, KOBZA & VOLPE, CHTD. 4001 Tamiami Trail North, Suite 330, Naples, Florida 34103.

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**ARTICLE VI
MANAGEMENT**

The Company is to be managed by a manager or managers. The name and address of such manager who is to serve as manager is **MARTIN J. ROOT**, 7693 Citrus Hill Lane, Naples, Collier County, Florida 34109.

**ARTICLE VII
ADMISSION OF NEW MEMBERS**

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of the contribution by new members at the time the new members are admitted.


**ARTICLE VIII
CONTINUATION OF BUSINESS OPERATIONS**

The Company may continue its business operations 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 a limited liability Company only upon the unanimous approval of the remaining members.

**ARTICLE IX
TRANSFERABILITY OF MEMBER'S INTEREST**

A member's interest in the Company shall not be transferred unless the transfer is approved by the members in accordance with the Company's Regulations.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 15th day of January, 1999.

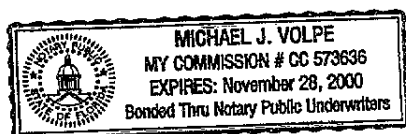


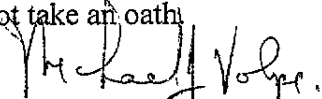
SARAH JANE WHITLAM

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 15th day of January, 1999, by **SARAH JANE WHITLAM**, who (is personally known to me) (~~has produced a driver's license/picture identification~~) and ~~did~~/did not take an oath.

My Commission Expires:





NOTARY PUBLIC (SEAL)
Michael J. Volpe
Typed or printed name

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the Registered Agent/Registered Office in the State of Florida.

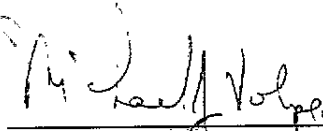
1. The name of the limited liability company is: **WHITLAM ENTERPRISES, L.L.C**
2. The name and address of the Registered Agent and office is:

MICHAEL J. VOLPE, ESQUIRE
TREISER, KOBZA & VOLPE, CHTD.
4001 Tamiami Trail North, Suite 330
Naples, Florida 34103

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Having been named as Registered Agent 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 15th day of January, 1999.



MICHAEL J. VOLPE, Esquire

This instrument prepared by:
MICHAEL J. VOLPE, ESQUIRE
TREISER, KOBZA & VOLPE, CHTD.
4001 Tamiami Trail North, Suite 330
Naples, Florida 34103

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
WHITLAM ENTERPRISES, L.L.C**

STATE OF FLORIDA
COUNTY OF NAPLES

BEFORE ME, the undersigned authority, personally appeared, **SARAH JANE WHITLAM** who after being duly sworn, deposes and states as follows:

1. I am a member of **WHITLAM ENTERPRISES, L.L.C**, a limited liability company, and I have firsthand knowledge of and am competent to testify to the facts contained in this Affidavit.

2. The above named limited liability company currently has at least one member.

3. The amount of cash contributed by the Member is: \$ 10,000.00

4. If any, the agreed value of the property other than cash contributed by the Member is: \$ 225,000.00

A description of the property is attached and made a part hereto.

5. The amount of cash or property anticipated to be contributed by the Member is: \$ 25,000.00

6. The total amount of 3, 4 and 5 is: \$ 260,000.00



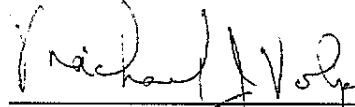
signature of a member or authorized representative of a member
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

NOTORIZATION

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **SARAH JANE WHITLAM**, who is personally known to me or who has produced _____ as identification, and who has read and executed the foregoing instrument, and who ~~did~~/did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid on this 15th day of January, 1999.

My commission expires:


Notary Public, State of Florida At Large

Michael J. Volpe

Printed/Typed Name

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Inventory, furniture, fixtures, equipment, leasehold interests and improvements, contract rights, and customer lists.

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