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BUCKINGHAM, DOOLITTLE & BURROUGHS, LLP

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Akron
Belden Village
Canton
Cleveland
Columbus
Boca Raton
Naples

February 10, 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/15/99--01148--002
****285.00 ****285.00

RE: LSR Development, L.L.C.

Dear Sir or Madam:

CM

Enclosed please find the original Articles of Organization and Certificate of Designation of Registered Agent/Registered Office with regard to LSR Development, L.L.C. Please file these documents on your records, then return a filed copy to my office at your earliest convenience. I have also enclosed a check in the amount of \$285.00 to cover the cost of filing.

Should you have any questions with respect hereto, please contact me immediately.

Very truly yours,

Kevin A. Denti

Kevin A. Denti

KAD/jw
Enclosure
cc: Regina M. Joseph, Esq.
Abe Leiderman
Brit E. Svoboda

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
FOR LSR DEVELOPMENT, L.L.C.**

ARTICLE I – Name:

The name of the Limited Liability Company is LSR DEVELOPMENT, L.L.C.

ARTICLE II – Address:

The mailing and street address of the principal office of the Limited Liability Company is:

2338 Immokalee Road
Suite 364
Naples, Florida 34110

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ARTICLE III – Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV –Management:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of such members are:

ABSA Investment Co. *Page 52016*
2121 West First Street
Fort Myers, Florida 33901

Brit E. Svoboda
2338 Immokalee Road
Suite 364
Naples, Florida 34110

ARTICLE V – Admission of Additional Members:

No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

ARTICLE VI – Members Rights to Continue Business:

Unless a majority of the membership interests otherwise agree in writing, upon the occurrence of any event of withdrawal, the Members shall be deemed to have consented to the continuation of the business of the Company and, therefore, the Company shall not dissolve.


ARTICLE VII – Indemnification:

The Limited Liability Company shall, to the full extent permitted by Section 608.4363 of the Florida Statutes, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto. The indemnification rights shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the regulations of the Limited Liability Company, by agreement or otherwise.

ARTICLE VIII – Affidavit of Membership and Contributions

The undersigned authorized representative of a member certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is \$ 2000.00
- 3) the agreed value of property other than cash contributed by the members is; and \$ 0
- 4) the total amount of cash and property anticipated to be contributed by the members is \$ 0


Signature of an 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.)

John W. Hilbert, II
Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

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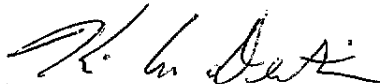
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: LSR Development, L.L.C.
2. The name and the Florida street address of the registered agent are:

Kevin A. Denti, Esq.
Buckingham, Doolittle & Burroughs, LLP
5551 Ridgewood Drive, Suite 201
Naples, Florida 34108

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.



Signature

Filing Fee: \$35 for Designation of Registered Agent

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