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LIMITED LIABILITY COMPANY
ZEBEDEE, L.L.C.

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ARTICLES OF ORGANIZATION

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OF

ZEBEDEE, L.L.C.

The undersigned acting as organizer of ZEBEDEE, L.L.C., under the Florida Limited Liability Company Act, adopt the following Articles of Organization for said limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be ZEBEDEE, L.L.C., (the "L.L.C.").

ARTICLE II
DURATION

This L.L.C. shall exist perpetually, unless dissolved according to law or as set forth in the L.L.C.'s Operating Agreement.

ARTICLE III
PURPOSE

The L.L.C. is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in the L.L.C.'s Operating Agreement.

ARTICLE IV
BUSINESS ADDRESS/MAILING ADDRESS

The address of the place of business in this State of the L.L.C. shall be 3718 Ascot Bend Court, Bonita Springs, Florida 34134. The mailing address of the L.L.C. shall be P.O. Box 366667, Bonita Springs, Florida 34136.

Prepared by:
Kent A. Skrivan, Esq.
BUTZEL LONG, P.C.
801 Laurel Oak Drive, Ste. 705
Naples, Florida 34108
(941) 597-4500
Bar #0893552

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ARTICLE V
REGISTERED AGENT

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The name and address of the L.L.C.'s initial registered agent and registered office is Kent A. Skrivan, Esq., Butzel Long, 801 Laurel Oak Drive, Suite 705, Naples, Florida 34108.

ARTICLE VI
MEMBERS AND CONTRIBUTIONS

(a) The following are the members of the L.L.C. and their initial contributions:

Nicola M. Combes	\$67,500.00
Andrew W. Combes	\$67,500.00

(b) The members have not agreed to make any additional contributions, but may agree to do so in the future upon the terms and conditions set forth in the Operating Agreement of the L.L.C.

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the L.L.C. upon the majority consent of all members in proportion to their contributions to the capital of the L.L.C., as adjusted from time to time to properly reflect any additional contributions or withdrawals by the member, in writing and then only upon the condition that a new member be bound by and become party to the Operating Agreement of the L.L.C.

ARTICLE VIII
DISSOLUTION, CONTINUATION

The members shall have the right to continue the L.L.C. upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the L.L.C., so long as the remaining members agree to continue the L.L.C.

ARTICLE IX
MANAGEMENT

The L.L.C. is to be managed by a Manager or Managers. The names and addresses of the initial Co-Managers of the L.L.C. who shall serve as Managers until a successor is elected and qualified are:

Nicola M. Combes
3718 Ascot Bend Court
Bonita Springs, Florida 34134

Andrew W. Combes
3718 Ascot Bend Court
Bonita Springs, Florida 34134

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Managers may be removed and replaced by the members, as provided in the Operating Agreement of the L.L.C. Managers shall hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement of the L.L.C.

ARTICLE X
ADDITIONAL PROVISIONS

(a) All members of the L.L.C. shall be entitled to vote on matters relating to the L.L.C. in proportion to their contributions to the capital of the L.L.C., as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members unless as otherwise set forth in the Operating Agreement of the L.L.C.

(b) Management decisions shall be made by majority vote of the members in proportion to their contributions to the capital of the L.L.C., as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

(c) The effective date of this limited liability company shall be upon filing.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 9 day of March, 1999.

By: [Signature]
Andrew W. Combes, Organizer

By: [Signature]
Nicola M. Combes, Organizer

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/RESISTERED OFFICE

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In compliance with Section 608.415 and 608.507, 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 Zebedee, L.L.C.
2. The name and address of the registered agent and registered office is:

Kent A. Skrivan, Esq.
BUTZEL LONG
801 Laurel Oak Drive, Suite 801
Naples, Florida 3410
(941) 597-4500

By: A. W. Combes
Andrew W. Combes, Organizer

By: Nicola M. Combes
Nicola M. Combes, Organizer

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ACCEPTANCE:

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 relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

Kent A. Skrivan
Kent A. Skrivan

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ZEBEDEE, L.L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$135,000.00.
3. If any, the agreed value of personal property other than cash contributed by member(s) is \$0.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$135,000.00. This total includes amounts from 2 and 3 above.

This Affidavit has been executed in accordance with 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.

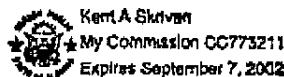
Nicola M. Combes
Nicola M. Combes

STATE OF FLORIDA)
) ss.
COUNTY OF COLLIER)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Nicola M. Combes, to me known to be the person described in and who executed the foregoing Affidavit of Membership and Contributions of ZEBEDEE, L.L.C. Nicola M. Combes is ☒ personally known to me or has produced _____ as identification.

WITNESS my hand and official seal in the County and State named above, this 9 day of March, 1999.

Kent A. Skirvan
Notary Public
My Commission Expires:



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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ZEBEDEE, L.L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$135,000.00.
3. If any, the agreed value of personal property other than cash contributed by member(s) is \$0.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$135,000.00. This total includes amounts from 2 and 3 above.

This Affidavit has been executed in accordance with 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.

Andrew W. Combes

STATE OF FLORIDA)
COUNTY OF COLLIER) ss.

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Andrew W. Combes, to me known to be the person described in and who executed the foregoing Affidavit of Membership and Contributions of ZEBEDEE, L.L.C. Andrew W. Combes is _____ personally known to me or has produced _____ as identification.

WITNESS my hand and official seal in the County and State named above, this 9 day of March, 1999.

Notary Public

My Commission Expires:



Kent A. Skirvan
My Commission CC773211
Expires September 7, 2002

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