

Division of Corporations

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY**Warthog Holdings L.L.C.**

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**ARTICLES OF ORGANIZATION
OF
WARTHOG HOLDINGS L.L.C.**

ARTICLE I

The name of this limited liability company shall be: WARTHOG HOLDINGS L.L.C.

ARTICLE II

This Limited Liability Company shall exist for a period of 50 years from the date of filing the Articles of Organization with the Florida Secretary of State, unless sooner dissolved by resolution of the members or as provided by statute.

ARTICLE III

This Limited Liability Company is created for the purpose of transacting any legal and lawful business pursuant to the Florida Limited Liability Company Act.

ARTICLE IV

The place of business and the mailing address of this Limited Liability Company shall be 1299 Galleon Drive, Naples, FL 34102, or such other place or places as the Board of Managers may from time to time determine.

ARTICLE V

The initial amount of capital contributions (including cash and a description of the agreed value of property) is \$300,000, which will be contributed by the members. Additional contributions will be made at such times and in such amounts as may be agreed by the members.

Donald E. Kubit, Esq.
Fowler, White, Burnett, Hurley, Banick & Strickroot, P.A.
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ARTICLE VI

The Limited Liability Company will be managed by a Board of Managers, the members of which may or may not be members, the members of which shall be elected annually by the members to serve until the next annual meeting of members or until their successors are elected and shall qualify. The Board of Managers shall exercise the powers granted to it by the members as set forth from time to time in the Regulations of the Limited Liability Company, and shall serve at the pleasure of the members, who may remove the members of the Board of Managers at any time by majority vote. The names and addresses of the initial Board of Managers are:

Herbert W. McCord
1299 Galleon Drive
Naples, FL 34102

William Lee Dalton
24757 Hollybrier Lane
Bonita Springs, FL 34134

ARTICLE VII

The members reserve the right to admit additional members by unanimous agreement of the members as to the admission of, and the consideration to be paid by, such new members, and subject to the terms and conditions of the Limited Liability Company's Regulations.

ARTICLE VIII

The Limited Liability Company will not continue on the deaths of all of those natural persons constituting a member.

ARTICLE IX

Except as provided herein, a member's interest in the Limited Liability Company is not subject to assignment unless such assignment is consented to by the other member(s), provided, however, the member's interest may pass by inheritance. Any member who shall be desirous of selling or otherwise transferring his share and interest in the Limited Liability Company shall obtain the consent of the other members in writing prior to such transfer.

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ARTICLE X

These Articles may be amended only by a unanimous vote of the members.

ARTICLE XI

The street address of the Limited Liability Company's initial registered office is 1299 Galleon Drive, Naples, FL 34102, and the name of the initial resident agent of the Limited Liability Company at that address is Herbert W. McCord.

IN WITNESS WHEREOF, THE UNDERSIGNED MEMBER OF THE LIMITED LIABILITY COMPANY HAS EXECUTED THESE ARTICLES OF ORGANIZATION.

MEMBER:

HERBERT W. McCORD AND JUDITH S.
McCORD, HIS WIFE

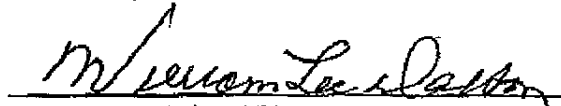


HERBERT W. McCORD



JUDITH S. McCORD

WILLIAM LEE DALTON AND SUSAN L.
DALTON, HIS WIFE



WILLIAM LEE DALTON



SUSAN L. DALTON

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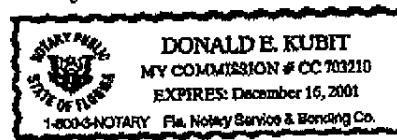
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STATE OF FLORIDA)
) ss.
COUNTY OF COLLIER)

Before me personally appeared HERBERT W. McCORD AND JUDITH S. McCORD, HIS WIFE, who produced N/A as identification or who is known to me to be the person who executed the foregoing Articles of Organization.

In witness whereof, I have hereunto set my hand and seal this 24th day of April, 1999.


Notary Public

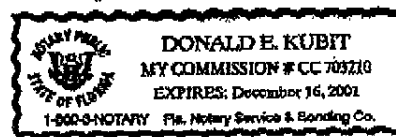


STATE OF FLORIDA)
) ss.
COUNTY OF COLLIER)

Before me personally appeared WILLIAM LEE DALTON AND SUSAN L. DALTON, HIS WIFE, who produced N/A as identification or who is known to me to be the person who executed the foregoing Articles of Organization.

In witness whereof, I have hereunto set my hand and seal this 24th day of April, 1999.


Notary Public



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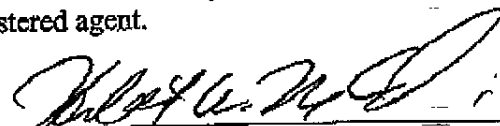
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ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

Having been named as registered agent for the above-named Limited Liability Company at the place designated in these Articles of Organization, 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.


HERBERT W. McCORD

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

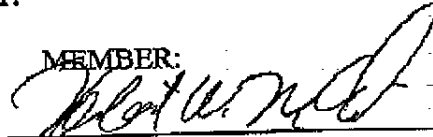
COUNTY OF COLLIER

BEFORE ME, the undersigned authority personally appeared who, upon being duly sworn, deposes and says as follows:

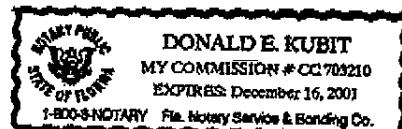
1. The above-named limited liability company has two (2) members.
2. The total amount of cash contributed by the members is \$300,000.
3. If any, the agreed value of property other than cash contributed by the member is \$0.
4. The amount of cash or property anticipated to be contributed by the member is \$0.
5. The total amount of items 2, 3 and 4 is \$300,000.

FURTHER AFFIANTS SAYETH NAUGHT.

MEMBER:


HERBERT W. McCORD
JUDITH S. McCORD, HIS WIFE

The Foregoing Affidavit of Membership and Contributions was sworn to and subscribed before me, the undersigned Notary Public in and for the State of Florida by HERBERT W. McCORD AND JUDITH S. McCORD, HIS WIFE, whose names are signed to the foregoing Affidavit of Membership and Contributions as a Member of WARTHOG HOLDINGS L.L.C., and who acknowledged before me on this day that they, in their aforesaid capacity, executed the same voluntarily for the purposes therein expressed on this 4th day of April, 1999.


Notary Public

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