

L99 00000 3594

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Keystone Commercial,
LLC

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

KEYSTONE COMMERCIAL, L.L.C.

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TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is KEYSTONE COMMERCIAL, L.L.C., a Florida limited liability company (the "Company").
2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Department of State and the period of duration shall be perpetual.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. Place of Business. The mailing and street address of the Company's principal office in the State of Florida is 9051 Tamiami Trail North, Suite 202, Naples, Florida 34108.
5. Registered Agent and Office. The name of the initial registered agent of the Company is THOMAS B. GARLICK. The street address of the initial registered agent of the Company is 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.
6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is \$100.00. No additional contributions have been agreed upon.
7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
8. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.
9. Management of the Company. The Company shall be managed by the members in accordance with the regulations and operating agreement. The Company shall initially be managed by the following two (2) members:

Paula J. Davis

9051 Tamiami Trail North, Suite 202
Naples, Florida 34108

John W. Frasco

9051 Tamiami Trail North, Suite 202
Naples, Florida 34108

10. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

11. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

12. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.

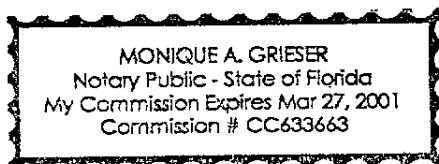
The undersigned has executed these Articles of Organization effective as of the _____ day of June, 1999.

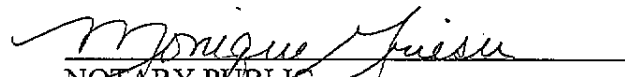

PAULA J. DAVIS, Member

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STATE OF FLORIDA
COUNTY OF COLLIER

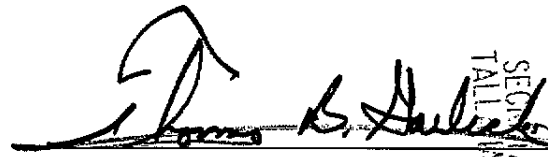
I HEREBY CERTIFY that on this 16 day of June, 1999, before me personally appeared PAULA J. DAVIS, who is personally known to me or who has produced _____ as identification and did not take an oath.




NOTARY PUBLIC
Printed Name: Monique Grieser
Commission No.: CC0633663
My Commission Expires: 3-27-01

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


THOMAS B. GARLICK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: June 16, 1999.

**AFFIDAVIT OF LIMITED LIABILITY COMPANY
PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)**

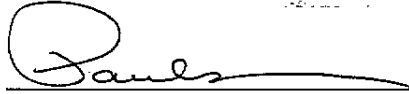
I, Paula J. Davis, being one of the initial members of KEYSTONE COMMERCIAL, L.L.C., a Florida limited liability company, hereinafter referred to as the "Company," who, upon being sworn, certify as follows:

1. The Company has at least two (2) members.
2. The members of the Company have contributed a total of \$100.00 of cash to the Company. It is not anticipated at this time that any additional cash will be contributed by the members to the Company.
3. No property other than the cash identified above will be contributed.

Executed this 16th day of June, 1999.

FURTHER AFFIANT SAYETH NOT.

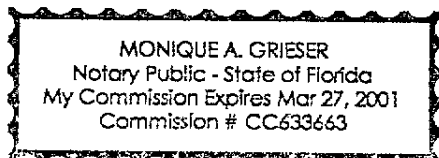
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

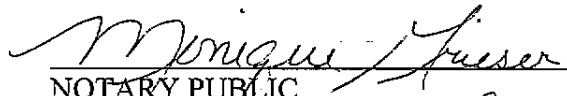


PAULA J. DAVIS, Member

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this 16th day of June, 1999, before me personally appeared PAULA J. DAVIS, who is personally known to me or who has produced _____ as identification and did not take an oath.





NOTARY PUBLIC
Printed Name: Monique Grieser
Commission No: CC 633663
My Commission Expires: 3-27-01