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July 21, 1999

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

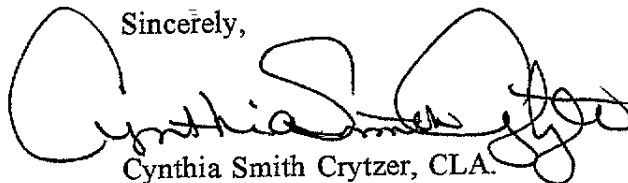
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Ladies & Gentlemen:

Enclosed please find the Articles of Organization for Tropicana, L.C, a limited liability company, the Registered Agent's Certificate, the Supplemental Affidavit and a check in the amount of \$346.25 representing your filing fee. Please forward the Certificate to me in the enclosed overnight mail envelope.

Thank you for your assistance with this matter. If you have any questions, feel free to call me.

Sincerely,


Cynthia Smith Crytzer, CLA.
Certified Legal Assistant

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
TROPICANA, L.C.,
A LIMITED LIABILITY COMPANY**

ARTICLE I

The Name of the Limited Liability Company is:

TROPICANA, L.C.

ARTICLE II

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

**1786 Trade Center Way
Suite 2
Naples, Florida 34109**

ARTICLE III

The period of duration for the Limited Liability Company shall be:

The period of the company's existence shall be perpetual beginning on the date of the filing of these articles of organization with the Secretary of State of the State of Florida unless it is sooner terminated under the terms of the operating agreement.

ARTICLE IV

The Limited Liability Company is to be managed by a manager or managers and the name and address of such manager who is to serve as manager is:

**Randy Johns
1786 Trade Center Way, Suite 2
Naples Florida 34109**

ARTICLE V

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be, as set forth in the operating agreement.

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ARTICLE VI

The right, if given, of the remaining members of the limited liability company to continue the business on 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 membership of a member in the limited liability company shall be:

The remaining Members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which terminates the continued membership of a Member in the limited liability company, only by the affirmative unanimous vote of the remaining Member(s), within ninety (90) days after the occurrence of such event. If not so exercised, the right of the Member(s) to continue the business of the Company shall expire and the Company's affairs shall be wound up.

ARTICLE VII

The undersigned member or authorized representative of a member of Tropicana, L. certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the member(s) is \$ -
3. if any, the agreed value of the property other than cash contributed by member(s) is (a description of the property is attached and made a part hereto.) and; \$ 186,000.00
4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 186,000.00

Dated: 7-17-99


Randy Johns

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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:

Tropicana, L.C.

2. The name and the Florida street address of the registered agent are:

**Randy L. Johns
1786 Trade Center Way, #2
Naples, Florida 34109**

Having been named as registered 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 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.


RANDY L. JOHNS

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**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A LIMITED LIABILITY COMPANY
TROPICANA, L.C.
a Florida Limited Liability Company**

Tropicana, L.C., a limited liability company, executes this supplemental affidavit filed pursuant to Section 608.412, Florida Statutes, and certifies that:

1. The total amount of the capital contributions of the members is \$186,000.00

(See attached Exhibit "A" for legal description)

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

Dated: 7-21-99



Randy L. Johns

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CLERK OF DISTRICT COURT
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Exhibit "A"

**Lot 18, Block 249, Golden Gate Unit No. 7, according to the Plat thereof
recorded in Plat Book 5, Page 135 of the Public Records of Collier County,
Florida;**

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DIVISION OF RECORDS
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