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Civil Trial Lawyer

** Also Licensed in Georgia
Board Certified Florida Bar Real Estate
Board Certified Creditor's Rights - CLLA

PLEASE REPLY TO:
FORT MYERS OFFICE

July 20, 1999

Secretary of State, State of Florida
Corporation Division - Limited Liability Companies
409 E. Gains Street
Tallahassee, FL 32399

300002941553--3
-07/26/99-D1133-003
***285.00 ***285.00

Re: Spiegel Brothers, L.C.

To Whom It May Concern:

Please find enclosed Articles of Organization for Spiegel Brothers, L.C. Attached to the Articles is an Affidavit of Membership and Contribution and Statement Designating Registered Agent and Office. Also enclosed is our firm's \$285.00 check payable to the State. This check represents the State's fee to file the Articles.

If there are any questions or comments, please feel free to call me. Thank you.

Sincerely,


Thomas M. Dryden

:dmf
Encls.

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ARTICLES OF ORGANIZATION

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ORGANIZATION OF SPIEGEL BROTHERS, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **SPIEGEL BROTHERS LLC**, and its principal office shall be located at 9281 East Broadway, Estero, FL 33928, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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ARTICLE IV
MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

1. Jonathan Spiegel and Debbie Spiegel, Husband and Wife - 9281 East Broadway, Estero, FL 33928
2. Harvey Spiegel - Post Office Box 6429, Asheville, NC 28806-6429

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$50,000.00 cash shall be paid to the limited liability company; (1) Jonathan and Debbie Spiegel, Husband and Wife shall pay \$25,000.00 cash or its equivalent in monetary advances to initiate the project and (2) Harvey Spiegel shall pay \$25,000.00 cash. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII
PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting

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the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows:

1. Jonathan and Debbie Spiegel, Husband and Wife..... 50%
2. Harvey Spiegel..... 50%

The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company unless otherwise determined by written unanimous consent.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares or the following shares:

1. Jon and Debbie Spiegel, Husband and Wife..... 50%
2. Harvey Spiegel..... 50%

ARTICLE VIII

DURATION

This limited liability company shall exist as of the date of filing these Articles with the State of Florida and remain perpetual, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

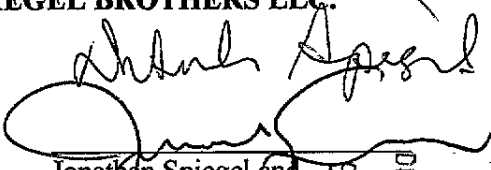
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 9281 East Broadway, Estero, FL 33928 , and the name of the company's initial registered agent at that address is Jon Spiegel.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **SPIEGEL BROTHERS LLC**.

Executed by the undersigned at

1415 Hendry Street, Ft. Myers, FL on 10-15-98


Jonathan Spiegel and
Debbie Spiegel as Husband &
Wife, Member(s)

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF LEE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **SPIEGEL BROTHERS LLC**.

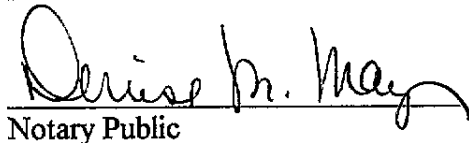
The name of the registered agent for **SPIEGEL BROTHERS LLC** is Jonathan Spiegel and the street address of the company's principal office where the agent is located is 9281 East Broadway, Estero, FL 33928

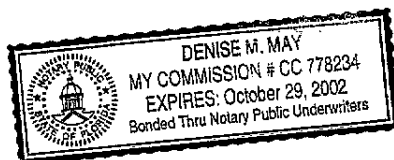
This statement is to acknowledge that, as indicated above, **SPIEGEL BROTHERS LLC** has appointed me, Jonathan Spiegel, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act 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.

Dated 10/15/98.


Jonathan Spiegel

The foregoing instrument was acknowledged before me this 10/15/98 [date] by Jonathan Spiegel, agent on behalf of **SPIEGEL BROTHERS LLC**, a limited liability company. He is personally known to me.


Notary Public



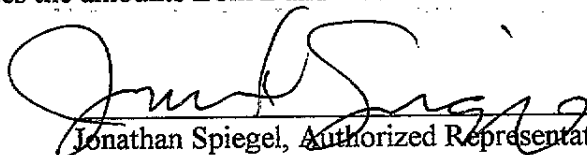
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

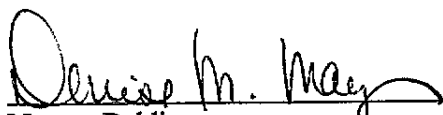
STATE OF FLORIDA
COUNTY OF LEE

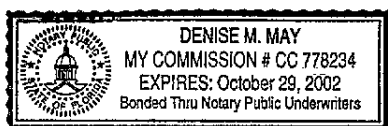
In compliance with FS § 608.407(2), the undersigned member or authorized representative of a member of **SPIEGEL BROTHERS LLC**, deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$50,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$ - 0 -. A description of the property is attached as Exhibit "A" and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is \$50,000.00. This total includes the amounts from 2 and 3 above.


Jonathan Spiegel, Authorized Representative Member

The foregoing instrument was acknowledged before me this 10/15/98 [date] by Jonathan Spiegel, member on behalf of **SPIEGEL BROTHERS LLC**, a limited liability company. He is personally known to me.


Notary Public



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