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Division of Corporations
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From: Account Name : ANNIS, MITCHELL, COCKEY, EDWARDS, & ROEHN, P.A.
Account Number : 071600002745
Phone : (941) 489-1776
Fax Number : (941) 489-2444

We are requesting that this filing be dated September 2, 1999. Thank you.

LIMITED LIABILITY COMPANY

R.C.E. Town Center, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
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Asst: CDZollman

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**ARTICLES OF ORGANIZATION
OF
R.C.E. TOWN CENTER, L.L.C.**

1. Name. The name of this limited liability company is R.C.E. Town Center, L.L.C., a Florida limited liability company (the "Company").
2. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State
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 is 2122 Second Street, Fort Myers, Florida 33901.
5. Registered Agent and Office. The name of the initial registered agent of the Company is Bruce D. Green. The street address of the initial registered agent of the Company is 12800 University Drive, Suite 600, Fort Myers, Florida 33907.
6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is one thousand dollars (\$1,000). 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 a manager or managers in accordance with the regulations adopted by all of the members. The names and addresses of the initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, are:

Paul D. Peden
2122 Second Street
Fort Myers, Florida 33901

Bruce D. Green, Esq.
12800 University Drive, Suite 600
Fort Myers, FL 33907
Phone: (941) 489-1776
FL Bar No.: 260533

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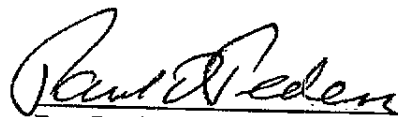
10. Regulations. The manager or managers shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

11. Voting. The Company is authorized to issue membership units with voting rights and membership units without voting rights.

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

The undersigned executed these Articles of Organization effective as of the 2nd day of September, 1999.

RIB CITY GROUP, INC., Member



By: Paul D. Peden, as President

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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, and being familiar with the obligations of that position, 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.


Bruce D. Green, Registered Agent

Dated: September 21, 1999

FILED
SEP 21 1999
CLERK OF COURT
JACKSONVILLE, FL
9:22

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

Paul D. Peden, as initial member of R.C.E. Town Center, L.L.C., a Florida limited liability company (hereinafter referred to as the "Company") makes the following affidavit:

1. The Company has at least one (1) member.
2. The members of the Company have contributed a total of One Thousand dollars (\$1,000) of cash to the Company.
3. No additions of cash or other property have been agreed upon.

Executed this 2nd day of September, 1999.

RIB CITY GROUP, INC., Member



By: Paul D. Peden, as President

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