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REFERENCE : 384334 7103152

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 285

ORDER DATE : September 23, 1999

ORDER TIME : 11:10 AM

ORDER NO. : 384334-010

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CUSTOMER NO: 7103152

CUSTOMER: Harold J. Webre, Esq
GOODLETTE COLEMAN & JOHNSON,
GOODLETTE COLEMAN & JOHNSON,
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: FORTUNE 2000 REALTY, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

Name Availability	MJH
Document Examiner	
Updater	
Director Verifier	
Acknowledgement	
Director Verifier	

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99 SEP 23 PM 3:07

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 23 PM 3:07

**ARTICLES OF ORGANIZATION
OF
FORTUNE 2000 REALTY, L.L.C.**

The undersigned, being the duly authorized Manager of a limited liability company to be organized under the Florida Limited Liability Company Act, adopts and submits the following Articles of Organization for such limited liability company:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be **FORTUNE 2000 REALTY, L.L.C.**

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be **4001 Tamiami Trail North, Suite 265, Naples, Florida 34103.**

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is **4001 Tamiami Trail North, Suite 265, Naples, Florida 34103**, and the name of the initial registered agent at such address is **Euro-American Consulting, Inc, a Florida corporation.**

**ARTICLE IV
ADMISSION OF MEMBERS**

The member of the Company may admit new and substitute members to the Company upon the written consent of a Majority in Interest of the Members, as more fully described in and subject to the terms, conditions and requirements set forth in the Company's Operating Agreement and

Regulations. Newly admitted and substitute members shall have all of the rights and privileges as set forth in the Company's Operating Agreement and Regulations.

**ARTICLE V
EFFECTIVE DATE**

The Company's effective date of existence shall begin on the date of filing of these Articles.

**ARTICLE VI
DURATION**

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of the member, or any other event that would terminate the continued membership of the member in the Company, the remaining members, if any, shall have the right to continue the business of the Company as provided in the Operating Agreement and Regulations.

**ARTICLE VII
ADOPTION OF OPERATING AGREEMENT AND REGULATIONS**


The initial Operating Agreement and Regulations of the Company shall be adopted by its initial member. The Operating Agreement and Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

**ARTICLE VIII
INITIAL MANAGERS**

The Company will be managed by a manager, who shall be designated, appointed or elected as more fully described in the Operating Agreement and Regulations. The initial number of managers of the Company shall be one (1). The number of managers may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations. The name and business address of the manager who shall serve as the sole manager until his successor(s) is elected and qualified is:

**Rainer N. Filthaut
4001 Tamiami Trail North
Suite 265
Naples, Florida 34103**

IN WITNESS WHEREOF, the undersigned, being the duly authorized Manager of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, has executed these Articles of Organization as of this 22nd day of September 1999.

By: 
Rainer N. Filthaut, its duly authorized
Manager

ACCEPTANCE BY REGISTERED AGENT

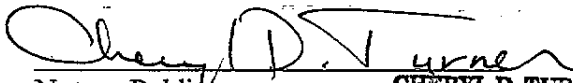
I, Rainer N. Filthaut, as President of **Euro-American Consulting, Inc.**, a Florida corporation, having been duly designated to act as registered agent and to accept service of process for Fortune 2000 Realty, L.L.C., a limited liability company to be organized under the Florida Limited Liability Company Act, 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 am familiar with and accept the designations of my position as Registered Agent.

Euro-American Consulting, Inc.,
a Florida corporation, Registered Agent

By: 
Rainer N. Filthaut
Its: President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 22 day of Sept, 1999, by Rainer N. Filthaut, as President of **Euro-American Consulting, Inc.**, a Florida corporation, who is personally known to me or has produced a Florida's drivers license as identification.


Notary Public **CHERYL D. TURNER**
State of Florida at Large
My Commission Expires: July 12, 2003

(Notary Seal)




**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF FORTUNE 2000 REALTY, L.L.C.**

STATE OF FLORIDA
COUNTY OF COLLIER

The undersigned, being the duly authorized Manager of **FORTUNE 2000 REALTY, L.L.C.**, a limited liability company to be organized under the Florida Limited Liability Company Act, being first duly sworn, hereby states the following:

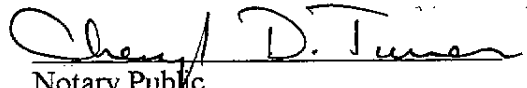
1. The name of the Limited Liability Company (the "Company") is **FORTUNE 2000 REALTY, L.L.C.**
2. The Company has one (1) member.
3. The member shall contribute **\$20,000.00** cash to the Company, and no other property other than the foregoing amount of cash is contributed.
4. The total anticipated amount of contributions by the member is **\$20,000.00**.

By: 
Rainer N. Filthaut, its duly authorized
Manager

SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me on this 22 day of Sept, 1999, by Rainer N. Filthaut, as the duly authorized Manager of the Company, who is personally known to me or who produced his driver's license as identification.



Cheryl D. Turner
MY COMMISSION # CC830941 EXPIRES
July 12, 2003
BONDED THROUGH TROY FAIN INSURANCE, INC.


Notary Public
Print Name: CHERYL D. TURNER
State of Florida at Large
My Commission Expires: July 12, 2003

(Notary Seal)