

THOMAS E. MOOREY

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November 16, 1999

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

RE: WESTLAND ENTERPRISES, L.L.C.

Gentlemen:

I am herewith enclosing an original and a copy of Articles of Organization for the above-named Limited Liability Company. In addition, a check in the amount of \$285.00 is enclosed which represents the following fees:

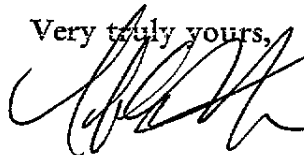
Filing Fee	\$ 250.00
Registered Agent Fee	<u>35.00</u>
Total	\$ 285.00

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125.00

Please file the original of the enclosed Articles of Organization and return a copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,



Thomas E. Moorey

TEM:bd
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
11-22-99

ARTICLES OF ORGANIZATION
OF
WESTLAND ENTERPRISES, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be **WESTLAND ENTERPRISES, L.L.C.**

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the company is Suite 580, 8951 Bonita Beach Road, Bonita Springs, Florida 34135.

ARTICLE III

DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the regulations.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida are DARRYL G. ROSENBERG, Suite 580, 8951 Bonita Beach Road, Bonita Springs, Florida 34135.

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TALLAHASSEE, FLORIDA

ARTICLE V

CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII

ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII

MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE IX

MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the

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company. These 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. The names and addresses of the members of the company are:

<u>NAME</u>	<u>ADDRESS</u>
MILTON G. ROSENBERG	207 Richway Albert Lea, Minnesota 56007
DARRYL G. ROSENBERG	Unit 1201 8411 Charter Club Circle, S.W. Fort Myers, Florida 33919

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Fort Myers, Lee County, Florida, on this 1ST day of NOVEMBER, 1999.

Darryl G. Rosenberg
DARRYL G. ROSENBERG

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at ALBERT LEA, County of FREEBORN, State of MINNESOTA, on this 9TH day of NOVEMBER, 1999.

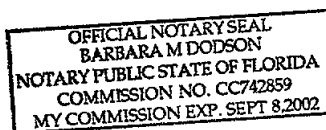
Milton G. Rosenberg
MILTON G. ROSENBERG

STATE OF FLORIDA
COUNTY OF LEE

Sworn to and subscribed before me this 1st day of Nov, 1999, by DARRYL G. ROSENBERG, who is personally known to me or who has produced (personally known) as identification.

Barbara M Dodson
Notary Public

My Commission Expires:

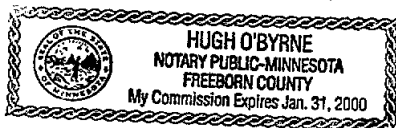


STATE OF Minnesota
COUNTY OF Freeborn

Sworn to and subscribed before me this 9th day of November,

1999, by **MILTON G. ROSENBERG**, who is personally known to me or who has

produced personally known as identification.



Hugh O'Byrne
Notary Public

My Commission Expires:

January 31, 2000

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

Under the provisions of F.S. 608.414 or 608.507, **WESTLAND ENTERPRISES, L.L.C.** 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: **WESTLAND ENTERPRISES, L.L.C.**
2. The name and street address of the registered agent in Florida are:

DARRYL G. ROSENBERG
Suite 580
8951 Bonita Beach Road
Bonita Springs, Florida 34135

The undersigned, being the person named in the Articles of Organization of **WESTLAND ENTERPRISES, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties and is familiar with and accepts the obligations of the position of registered agent.


DARRYL G. ROSENBERG
Registered Agent

Date: NOV. 1, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 15th day of Nov., 1999, by **DARRYL G. ROSENBERG**, who is personally known to me or who has produced (personally known) as identification.


Notary Public

