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December 13, 1999

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Board Certified  
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JENNIFER L. CORY  
Je Parle Français  
Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

TRANSMITTAL LETTER  
FOR LIMITED LIABILITY COMPANY

"of counsel"

PAUL CAMP LANE  
Deutsch Sprechend

GEORGE T. MUSTAKAS, BA, JD, LL.M.  
Attorney & Counselor at Law (USA)  
Barrister at Law (UK/EC/EU)  
London, England

L 0000000000 203

SUBJECT: Mid Florida Colonial Builders, LC

Enclosed is an original and one copy of the articles of organization and a check for:

- \$125 Filing Fee and Registered Agent Designation
- \$130 Filing Fee, Registered Agent Designation, and Certificate
- \$155 Filing Fee, Registered Agent Designation and Certified Copy
- \$160 Filing Fee, Registered Agent Designation, Certified Copy, and Certificate

From: James R. LaVigne, Esquire  
LaVigne, Coton & Associates, PA  
5301 Conroy Road, Suite 140  
Orlando, Florida 32811  
(407) 316-9988

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FL-00



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 20, 1999

JAMES R. LAVIGNE, ESQUIRE  
LAVIGNE, COTON & ASSOCIATES, PA  
5301 CONROY ROAD, SUITE 140  
ORLANDO, FL 32811

SUBJECT: MID FLORIDA COLONIAL BUILDERS, L.C.  
Ref. Number: W99000028998

We have received your document for MID FLORIDA COLONIAL BUILDERS, L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 799A00059588

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**ARTICLES OF ORGANIZATION  
OF**

**MID FLORIDA COLONIAL BUILDERS, 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 Mid Florida Colonial Builders, L.C. ("company").

**ARTICLE II – ADDRESS**

The mailing address and street address of the principal office of the company shall be c/o James R. LaVigne, Esquire, LaVigne, Coton & Associates, PA, 5301 Conroy Road, Suite 140, Orlando, Florida 32811.

**ARTICLE III – DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV – REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida is James R. LaVigne, Esquire, LaVigne, Coton & Associates, PA, 5301 Conroy Road, Suite 140, Orlando, Florida 32811.

**ARTICLE V – CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company.

**ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

**ARTICLE VII – ADMISSION OF NEW MEMBERS**

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 other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VIII – TERMINATION OF EXISTENCE**

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 the consent of all the remaining members, provided there are at least two remaining members.

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SECRETARY OF STATE  
PALM BEACH, FLORIDA

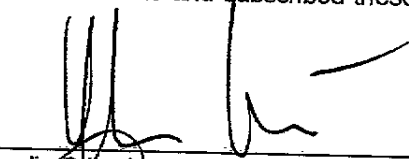
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AND  
FILED


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 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 address of the members of the company are

| NAME                  | ADDRESS  |
|-----------------------|--|
| Claudio Crivari       | Edf. Florida, Calle C, Apt. 7A, S. Rosa de Lima<br>1061 Caracas, Venezuela |
| Oneira Marciano Sisco | Edf. Florida, Calle C, Apt. 7A, S. Rosa de Lima<br>1061 Caracas, Venezuela |

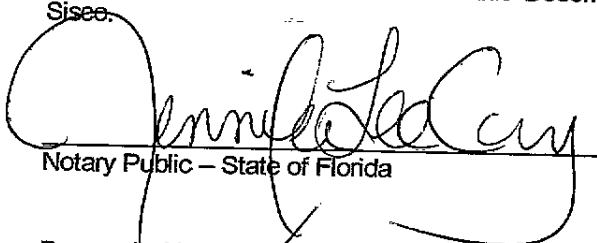
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Orlando, Florida, on December 13, 1999.

  
\_\_\_\_\_  
Claudio Crivari

  
\_\_\_\_\_  
Oneira Marciano Sisco

STATE OF FLORIDA  
COUNTY OF ORANGE


Sworn to and subscribed before me this December 13, 1999 by Claudio Crivari and Oneira Marciano Sisco.

  
\_\_\_\_\_  
Notary Public – State of Florida

Personally Known   
OR  
Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_


(Seal)

 Jennifer Lee Cory  
My Commission CC803043  
Expires January 19, 2003

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APPROVED  
AND  
FILED

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the articles of organization of Mid Florida Colonial Builders, 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.

  
James R. LaVigne, Esquire  
Registered Agent

12/13/99

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA