

Gimelstob Enterprises, Inc.
L00000015903

December 18, 2000

VIA FEDERAL EXPRESS

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: New Limited Liability Company - Gimelstob Foxfield, L.C.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Organization for a new limited liability company, Gimelstob Foxfield, L.C., together with a check in the amount of \$160.00, which includes \$125.00 for the new limited liability company filing fee, \$30.00 for a certified copy of the Articles of Organization, and \$5.00 for a Certificate of Status. Please file the Articles of Organization as soon as possible and return to me the certified copy of the Articles of Organization and Certificate of Status at the address shown below.

Thank you for your prompt attention to this matter. Please contact me immediately at (561) 997-8880 if you have any questions regarding anything contained herein.

Sincerely,

William L. Epstein

William L. Epstein
Vice President of Legal Affairs
General Counsel

WLE/abs
Enclosures

L00-15903
OK

**ARTICLES OF ORGANIZATION
OF
GIMELSTOB FOXFIELD, L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

Article 1 - Name

The name of this limited liability company is Gimelstob Foxfield, L.C. (the "Company").

Article 2 - Mailing Address and Street Address

The mailing address and street address of the Company's principal office is c/o Gimelstob Enterprises, Inc., 2300 N.W. Corporate Blvd., Suite 222, Boca Raton, FL 33431.

Article 3 - Registered Agent and Office

The name of the initial registered agent of the Company is William L. Epstein. The street address of the initial registered agent of the Company is c/o Gimelstob Enterprises, Inc., 2300 N.W. Corporate Blvd., Suite 222, Boca Raton, FL 33431.

Article 4 - Management of the Company

The Company will be managed by managers and a management committee, as further provided in the Company's Regulations. The only parties authorized to bind the Company are the Managers. The following persons will initially be the managers:

- | | |
|--|---|
| A. Herbert Gimelstob
(President)
2300 N.W. Corporate Blvd., Suite 222
Boca Raton, FL 33431 | B. Harry Kitchen, Jr.
(Vice President)
315 Commercial Drive, Suite A2
Savannah, GA 31406 |
| C. Marc D. Hopin
(Vice President, Treasurer, Secretary)
2300 N.W. Corporate Blvd., Suite 222
Boca Raton, FL 33431 | D. William L. Epstein
(Vice President)
2300 N.W. Corporate Blvd., Suite 222
Boca Raton, FL 33431 |
| E. Charlotte Kitchen
(Vice President)
315 Commercial Drive, Suite A2
Savannah, GA 31406 | |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 5 - Date of Existence of the Company

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

18th The undersigned member of the Company has executed these Articles of Organization this day of December, 2000.

HG Beaufort Land, L.C.,
a Florida limited liability company

By: Marc D. Hopin
Marc D. Hopin
Its: Manager/Vice President

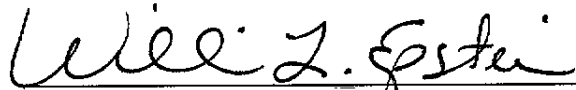
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT OF REGISTERED AGENT

STATE OF FLORIDA

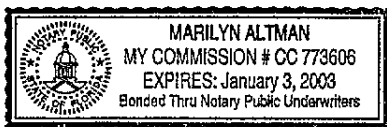
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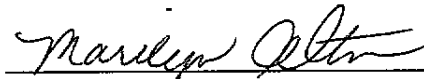
BEFORE ME, the undersigned authority personally appeared William L. Epstein, who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Organization, and he did freely and voluntarily acknowledge before me according to law that he has authorized said Company to name him as its initial Registered Agent for the purposes mentioned and set forth in Article 3. He did further agree to comply with the provisions of Section 608.415 Florida Statutes (1993), all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.



Print Name: William L. Epstein

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Boca Raton, Palm Beach County, Florida, in said County and State this 18 day of December, 2000.





Notary Public, State of Florida

Printed Name: MARILYN ALTMAN

My Commission Expires:

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NOV 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA