

LAW OFFICES OF
BAXTER, STROHAUER, MANNION & SILBERMANN, P.A.

FIRST NATIONAL BANK OF FLORIDA BUILDING, SUITE 300
1150 Cleveland Street
Clearwater, FL 33755

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September 23, 2003

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Organization for Riverview at Tarpon, LLC

Dear Clerk:

Enclosed for filing with your office are an original and one copy of the Articles of Organization for the above referenced company, along with our check in the amount of \$155.00 to cover fees and for a certified copy. Please return the certified copy to the undersigned at the above address.

Thank you in advance for your attention to this matter.

Very truly yours,

BAXTER, STROHAUER, MANNION
& SILBERMANN, P.A.



Gale Silbermann

GS/dtd
Enclosures

FILED
03 SEP 25 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
RIVERVIEW AT TARPON, LLC**

A Florida Limited Liability Company

ARTICLE I - NAME

The name of this Limited Liability Company is RIVERVIEW AT TARPON, LLC (the "Company").

ARTICLE II - ADDRESS

The street address of the principal office of the Limited Liability Company

10529 Lake Williams Drive
Odessa, FL 33556

The mailing address of the Limited Liability Company is:

P.O. Box 544
Tarpon Springs, FL 34688

ARTICLE III - DURATION

The Company's existence shall commence on the date these articles of organization are filed by the Secretary of State of Florida and shall continue in existence until the expiration of fifty (50) years from such commencement date, unless sooner terminated, liquidated, or dissolved by law or by the unanimous consent of the Members.


ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida are:

Gale Silbermann, Esq.
1150 Cleveland Street, Suite 300
Clearwater, FL 33755

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent of Riverview at Tarpon, LLC, I hereby consent to accept service of process for the above stated Limited Liability Company at the place designated in this certificate. I 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 I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


GALE SILBERMANN

ARTICLE V - MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The name and address of the initial manager of the Company is:

Native Woods Development Co., Inc.
10529 Lake Williams Drive
Odessa, FL 33556

ARTICLE VI - 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 of 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 VII - MEMBERS' RIGHT TO CONTINUE BUSINESS

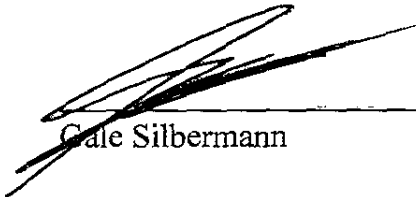
The death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall not terminate the Company, and the business of the Company shall be automatically continued, so long as there is at least one remaining member.

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SECRETARY
TALLAHASSEE
FLORIDA

ARTICLE VIII - NATURE OF BUSINESS

The purpose for which the Limited Liability Company is organized shall be to engage in and carry on any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

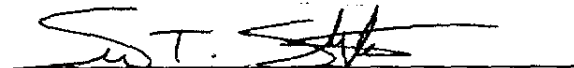
AUTHORIZED REPRESENTATIVE OF
RIVERVIEW AT TARPON, LLC


Gale Silberman

STATE OF FLORIDA
COUNTY OF PINELLAS

FILED
09 SEP 25 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 23rd day of September, 2003, by Gale Silberman, as authorized Representative of RIVERVIEW AT TARPON, LLC, who is personally known to me.


Notary Public, State of Florida
My Commission Expires:



Susan T. Styles
MY COMMISSION # DD154439 EXPIRES
October 15, 2006
BONDED THRU TROY FAIR INSURANCE, INC.