

RAINBOW SPRINGS VENTURES L.C.  
c/o CHASE ENTERPRISES  
ONE COMMERCIAL PLAZA  
HARTFORD, CONNECTICUT 06103  
(860) 549-1674

L960000000538

May 7, 1996

VIA FEDERAL EXPRESS

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

300001814443  
-05/09/96--01029--002  
\*\*\*337.50 \*\*\*337.50

Re: Articles of Organization

Gentlemen:

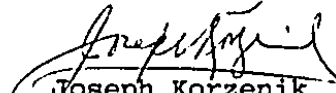
Enclosed for filing on behalf of RAINBOW SPRINGS VENTURES L.C.  
are the following:

1. Articles of Organization.
2. Certificate of Designation of Registered Agent/Registered Office.
3. Affidavit of Membership and Contributions.
4. Letter of Reservation of Name, and
5. A check in the amount of \$337.50 to cover all of the above and a certified copy of the filing.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAY 9 3 25 PM '96

Thank you for expediting the above.

Very truly yours,

  
Joseph Korzenik  
Corporate Legal Administrator

Enclosures: as stated

cc: Attorney Cheryl Chase Freedman  
Jonathan A. Mellitz, Esquire

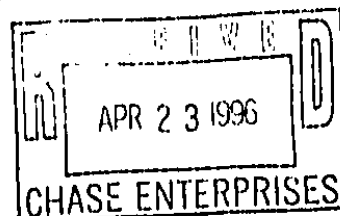


FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 18, 1996

JOSEPH KORZENIK  
CHASE ENTERPRISES, INC.  
ONE COMMERCIAL PLAZA, 24TH FLOOR  
HARTFORD, CT 06103



The name RAINBOW SPRINGS VENTURES LLC has been reserved for 120 days beginning April 18, 1996. The reservation number is R96000001987 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 596A00018197

ARTICLES OF ORGANIZATION FOR  
FLORIDA LIMITED LIABILITY COMPANY

FILED  
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ARTICLE 1 - NAME:

The name of the Limited Liability Company is RAINBOW SPRINGS  
VENTURES L.C.

STATE  
FLORIDA

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of  
the Limited Liability Company is 8625 SW 200TH CIRCLE, DUNNELLON,  
FLORIDA 34431.

ARTICLE III - DURATION:

The period of duration of the Limited Liability Company is:

The Limited Liability Company shall continue until  
the earlier of (i) the winding up and liquidation of  
the Company and the completion of its business  
following a liquidating event, as provided in the  
Company's regulations, and (ii) December 31, 2043.

ARTICLE IV - MANAGERMENTS:

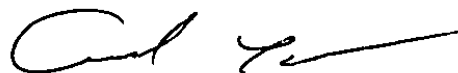
The Limited Liability Company is to be managed by the members and  
the names and addresses of the managing members are:

Arnold L. Chase, One Commercial Plaza, Hartford, CT 06103

Cheryl Chase Freedman, One Commercial Plaza, Hartford,  
CT 06103

Rhoda L. Chase, 96 High Ridge Road, West Hartford, CT 06117

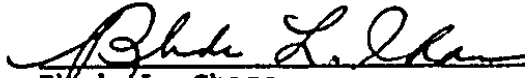
IN WITNESS WHEREOF, the undersigned members of Rainbow  
Springs Ventures L.C. have caused these Articles of Organization  
to be executed as of the                    day of                    , 1996.



Arnold L. Chase



Cheryl Chase Freedman



Rhoda L. Chase

In accordance with the Florida Statutes, the execution of these articles constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

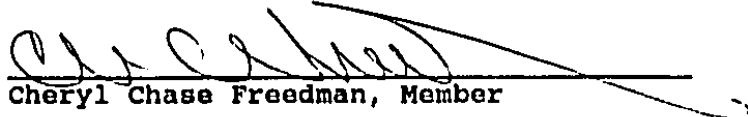
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of RAINBOW SPRINGS VENTURES L.C. deposes and says:

1. The above-named Limited Liability Company has at least two (2) members.

2. The total amount of cash contributed by the members is Nine Thousand (\$9,000.00) Dollars.

3. The total amount of cash or property anticipated to be contributed by members is up to Five Hundred Thousand (\$500,000.00) Dollars. This total includes the amount from 2 above.

  
Cheryl Chase Freedman, Member

In accordance with Section 608.408(3) of the Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

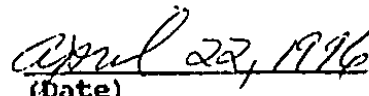
96 MAY -9 PM 2:55  
STATE  
FLORIDA

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OR 608.507 OF  
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY  
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is RAINBOW SPRINGS  
VENTURES LLC L.C.
2. The name and address of the registered agent and office is  
H. Randolph Klein, Esq., Klein & Klein, 333 N.W. Third  
Avenue, Ocala, FL 32670.

Having been named as registered agent and 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 provision 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.

  
H. Randolph Klein

  
(Date)