

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

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1.) Cedar Ridge of Venice, L.L.C.
(CORPORATE NAME & DOCUMENT #)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
CEDAR RIDGE OF VENICE, L.L.C.

ARTICLE I.

PREAMBLE; FORMATION

The undersigned, J & J HOMES, INC., a Corporation organized and existing under the laws of the State of Florida, and JERRY F. BLACKBURN, a single man, do hereby form a Limited Liability Company pursuant to Chapter 608 of the Florida Statutes, titled as the "Florida Limited Liability Company Act," as hereinafter set forth.

ARTICLE II.

NAME; PLACE OF BUSINESS; AND REGISTERED AGENT

A. Name. The name of this Limited Liability Company shall be CEDAR RIDGE OF VENICE, L.L.C.

B. Place of Business. The principal place of business and the mailing address of the Limited Liability Company shall be 1901 South Tamiami Trail, Venice, Florida 34293.

C. Registered Agent. The initial registered agent of the Limited Liability Company shall be STEVEN W. MACRIS, whose address is 227 Pensacola Road, Venice, Florida 34285.

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ARTICLE III.

PERIOD OF DURATION

This Limited Liability Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Limited Liability Company's existence shall terminate on the sooner of the following: (a) when it no longer owns any interest in any lots or any of the common areas of the proposed new development in Venice, Sarasota County, Florida, to be known as Cedar Ridge, located westerly of River Road and southerly of Center Road in Venice, Sarasota County, Florida, said development originally consisting of approximately ninety-six (96) acres of vacant land to be developed by the Limited Liability Company; or (b) thirty (30) years from the date these Articles of Organization are filed.

ARTICLE IV.

MANAGEMENT BY MEMBER

The Limited Liability Company is to be managed by a Manager. The name and address of the Manager is as follows:
J & J HOMES, INC., a Florida Corporation, 1901 South Tamiami Trail, Venice, Florida 34293.

ARTICLE V.

TERMINATION OF EXISTENCE

The Limited Liability Company shall be dissolved upon

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the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or Manager, or upon the occurrence of any other event that terminates the continued membership of a Member of the Limited Liability Company, unless the business of the Limited Liability Company is continued by the consent of a majority in interest of the remaining Members, provided there is at least one remaining Member.

ARTICLE VI.

NOTICE TO MEMBERS

All notices to the Members pursuant to these Articles shall be in writing and shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

ARTICLE VII.

AMENDMENTS

These Articles may be amended at any time and from time to time by vote by unanimous agreement of the Members and such amendments shall be filed with the Department of State.

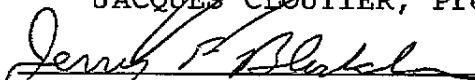
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 31 day of January 2000.

"MEMBERS"

J & J HOMES, INC., a Florida Corporation

BY:

JACQUES CLOUTIER, President


JERRY F. BLACKBURN

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"MANAGER"

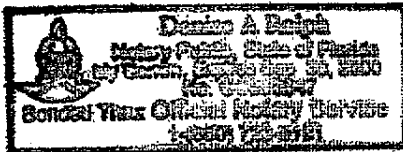
J & J HOMES, INC., a Florida Corporation

BY: JACQUES CLOUTIER, President

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a duly authorized Notary Public, personally appeared JACQUES CLOUTIER, President of J & J HOMES, INC., a Florida Corporation, to me known to be the person described as subscriber herein, who is personally known to me, who executed the foregoing, and he acknowledged before me that he subscribed to the said Articles of Organization.

WITNESS my hand and official seal in the State and County aforesaid, this 31 day of January, 2000.

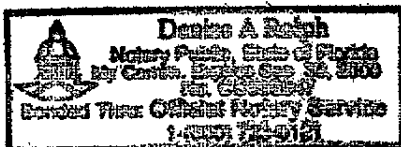


Denise A. Rolph
DENISE A. ROLPH
(Typed, printed or stamped name of Notary Public)

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a duly authorized Notary Public, personally appeared JERRY F. BLACKBURN, to me known to be the person described as subscriber herein, who is personally known to me, who executed the foregoing, and he acknowledged before me that he subscribed to the said Articles of Organization.

WITNESS my hand and official seal in the State and County aforesaid, this 31 day of January, 2000.



Denise A. Rolph
DENISE A. ROLPH
(Typed, printed or stamped name of Notary Public)

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the Limited Liability Company is CEDAR RIDGE OF VENICE, L.L.C.

2. The name and address of the registered agent and office is STEVEN W. MACRIS, 227 Pensacola Road, Venice, Florida 34285.

J & J HOMES, INC., a Florida Corporation

Dated: 1/31/2000

BY: 
JACQUES CLOTTIER, President

Dated: 1/31/2000


JERRY F. BLACKBURN

ACCEPTANCE

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 provisions of all Statutes relating to the proper and

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JERRY F. BLACKBURN

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complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


STEVEN W. MACRIS

Dated: January 2, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA