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January 20, 2000

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

W - 2388

Re: River Grove on the Trail, L.C.

Dear Secretary:

We enclose our check in the sum of \$133.75 for which we will thank you to file the attached Articles of Organization, returning a certified copy thereof in the enclosed postage prepaid, prepared envelope.

Very truly yours,

Brigitte
Brigitte Van Tassel, CLA,
Legal Assistant to
William C. Potter, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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/b
Enclosure



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 27, 2000

HOLLAND & KNIGHT LLP
1499 S. HARBOR CITY BLVD, STE 201
MELBOURNE, FL 32901

SUBJECT: RIVER GROVE ON THE RAIL, L.C.
Ref. Number: W00000002388

We have received your document for RIVER GROVE ON THE RAIL, L.C. and your check(s) totaling \$133.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 800A00003885

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**ARTICLES OF ORGANIZATION
OF
RIVER GROVE ON THE TRAIL, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be River Grove on the Trail, L. C., and its principal office shall be located at 2825 Business Center Boulevard, Suite A1-R in the City of Melbourne, County of Brevard, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of

the members of the limited liability company.

ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Kathie A. Levison
Box 6462
Ketchum, ID 83340

Donald Simms
2825 Business Center Boulevard
Suite A1-R
Melbourne, FL 32940

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the total amount of \$ 500.00 cash shall be paid to the limited liability company by Kathie A. Levison. Services having a value of \$500.00 shall be contributed to the limited liability company by Donald Simms. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLES VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Kathie A. Levison- fifty percent (50%)

Donald Simms- fifty percent (50%)

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commence of business of the limited liability company, the month and day of the commencement date being the date of filing of record of these Articles of Organization.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

Kathie A. Levison- fifty percent (50%)

Donald Simms- fifty percent (50%)

ARTICLE VIII

DURATION

This limited liability company shall exist until January 1, 2030, or dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

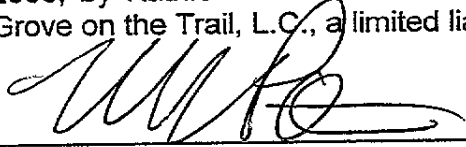
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2825 Business Center Boulevard, Suite A1-R, City of Melbourne, County of Brevard, State of Florida, 32940, and the name of the company's initial registered agent at that address is Donald Simms.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of RIVER GROVE ON THE TRAIL, L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 20th day of January, 2000, by Kathie A. Levison and Donald Simms (member or agent) on behalf of River Grove on the Trail, L.C., a limited liability company. She is personally known to me.



Notary Public

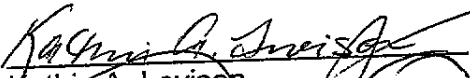
My commission expires

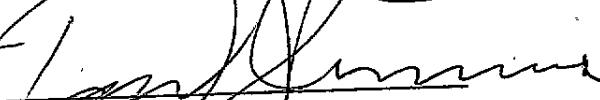


William C. Potter
MY COMMISSION # CG641945 EXPIRES
August 11, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

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00 FEB -1 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed by the undersigned, Kathie A. Levison at Melbourne, Florida, on January 20, 2000, and by Donald Simms , at Melbourne, Florida on January 20, 2000.


Kathie A. Levison


Donald Simms

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