

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
223-1173

FILING COVER SHEET
ACCT. #FCA-14

L000000001801

CONTACT: CINDY HICKS

DATE: 0457. 10717

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-02/17/00--01023--008
****160.00 ****160.00

REF. #: 2-17-00

CORP. NAME: The Fountains at Bay Hills, LLC

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 3642 FOR \$160.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

APPROVED
AND
FILED
00 FEB 17 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 FEB 17 AM 10:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2-17-00

**ARTICLES OF ORGANIZATION
OF
THE FOUNTAINS AT BAY HILL 4, L.L.C.**

ARTICLE I

NAME

The name of this limited liability company (the "Company") shall be **THE FOUNTAINS AT BAY HILL 4, L.L.C.** and its mailing address is 5301 Conroy Road, Suite 180, Orlando, Florida, 32811, and the principal place of business of the Company shall be located at 5301 Conroy Road, Suite 180, Orlando, Florida, 32811.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Company shall commence existence on the date these Articles of Organization are filed with the Secretary of the State of Florida and shall continue in existence until terminated by requirement of law or by the decision of the Member.

ARTICLE III

GENERAL PURPOSE AND POWERS

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, with such limitations as may be set forth in the Company Regulations from time to time.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 5301 Conroy Road, Suite 180, Orlando, Florida, 32811, and the initial registered agent of this Company at that address shall be Charles Whittall. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

APPROVED
AND
FILED
00 FEB 17 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

MANAGEMENT

The Company will be managed by its Member as further provided in the Company's Regulations. The name and street address of the initial Member is:

Bay Hill Fountains, L.L.C., a Florida limited liability corporation
5301 Conroy Road, Suite 180
Orlando, Florida 32811

ARTICLE VI

REGULATIONS

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in its Member.

ARTICLE VII

ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as determined by the Member.

ARTICLE VIII

DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION,

DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may continue the business of the Company as provided in the Regulations of the Company.

APPROVED
AND
FILED
00 FEB 17 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, is reserved to the Member.

ARTICLE X

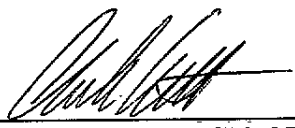
HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, effective as of the date set forth in Article II.

SOLE MEMBER:
BAY HILL FOUNTAINS, L.L.C., a Florida
Limited Liability Company

By: WM Fountains, L.L.C., a Florida Limited
Liability Company

By: 
Charles Whittall, Chief Executive Officer

APPROVED
AND
FILED
00 FEB 17 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

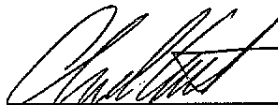
In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

THE FOUNTAINS AT BAY HILL 4, L.L.C. (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated **CHARLES WHITTALL** as its Registered Agent to accept service of process within the State of Florida with its registered office located at 5301 Conroy Road, Suite 180, Orlando, Florida, 32811.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 14th day of February, 2000.



Charles Whittall
Registered Agent

APPROVED
AND
FILED

00 FEB 17 AM 11:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA