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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

Port Charlotte Land Group, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
PORT CHARLOTTE LAND GROUP, L.L.C.**

The undersigned member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is Port Charlotte Land Group, L.L.C. (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law. The effective date of these Articles of Organization shall be March 2, 2000.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office and the mailing address of the Company is as follows: c/o Bayshore Land Group, Inc., 6710 Main Street, Suite 233, Miami Lakes, Florida 33014. The name and address of the Company's initial registered agent in the State of Florida is as follows: Marcia Langley, c/o Greenberg Traurig, P.A., 2255 Glades Road, Suite 419A, Boca Raton, Florida 33431.

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**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL
MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote.

**ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) Upon the death, retirement, resignation, expulsion, dissolution, or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

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**ARTICLE VI
MANAGEMENT**

The Company will be managed by the members of the Company in accordance with the Company's regulations. The names and addresses of the Company's managing member is as follows:

NAME

Turnberry Bayshore, LC

ADDRESS

c/o Bayshore Land Group, Inc.
6710 Main Street, Suite 233
Miami Lakes, Florida 33014

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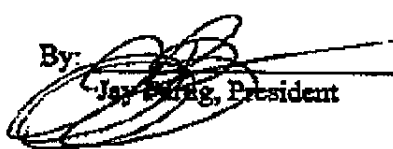
**ARTICLE VII
PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE
ARTICLES OF ORGANIZATION ON THIS 2nd DAY OF March, 2000.

Turnberry Bayshore, LC, a Florida limited
liability company

By: Bayshore Land Group, Inc., member

By:  Jay King, President

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

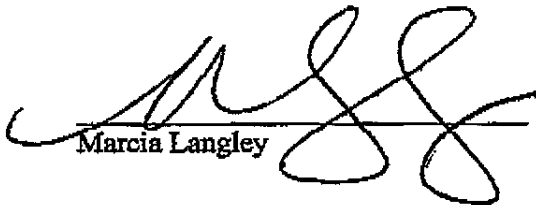
**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the limited liability company is: Port Charlotte Land Group, L.L.C.
2. The name and address of the registered agent and office is:

Marcia Langley
c/o Greenberg Traurig, P.A.
2255 Glades Road
Suite 419A
Boca Raton, Florida 33431

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

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MAR 5 2002
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FLORIDA



Marcia Langley

3/2/2002

(Date)