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ACCOUNT NO. : 072100000032

REFERENCE : 610919 150991A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 3, 2000

ORDER TIME : 12:19 PM

ORDER NO. : 610919-005

CUSTOMER NO: 150991A

CUSTOMER: Todd W. Fennell, Esq  
GOULD COOKSEY FENNEL O'NEILL  
GOULD COOKSEY FENNEL O'NEILL  
979 Beachland Boulevard

Vero Beach, FL 32963

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-03/03/00-01078-016  
\*\*\*\*130.00 \*\*\*\*130.00

DOMESTIC FILING

NAME: SMG HOMES, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

     CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

L00-2468

|                |                    |
|----------------|--------------------|
| Name           | <i>[Signature]</i> |
| Availability   | <i>[Signature]</i> |
| Document       | <i>[Signature]</i> |
| Update         | <i>[Signature]</i> |
| Inspector      | <i>[Signature]</i> |
| Verifier       | <i>[Signature]</i> |
| Acknowledgment | <i>[Signature]</i> |
| W. P. Verifier | <i>[Signature]</i> |

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAR -3 PM 1:56

FILED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAR -3 PM 12:52

RECEIVED

**ARTICLES OF ORGANIZATION FOR  
FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I -- NAME**

The name of the Limited Liability Company is **SMG HOMES, L.L.C.**

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

979 Beachland Blvd.  
Vero Beach, FL 32963

**ARTICLE III -- REGISTERED AGENT, REGISTERED OFFICE  
AND REGISTERED AGENT'S SIGNATURE**

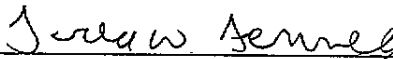
The name and the Florida street address of the Registered Agent are:

Todd W. Fennell  
979 Beachland Blvd.  
Vero Beach, FL 32963

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
00 MAR - 3 PM 1:56

FILED

*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 Article of these Articles of Organization, 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 I am familiar with and accept the obligations of my position as Registered Agent as provided for in Chapter 608 of the Florida Statutes.*

  
Todd W. Fennell, Registered Agent

**ARTICLE IV -- MANAGEMENT**

The Limited Liability Company shall be managed by one (1) or more Managers and is, therefore, a manager-managed company.

The Managers shall be elected annually in the manner prescribed in the Operating Agreement for this Limited Liability Company.

**ARTICLE V -- GOVERNED BY OPERATING AGREEMENT**

The Company shall be governed by and operated pursuant to the terms and conditions of a written Operating Agreement.

**ARTICLE VI -- EFFECTIVE DATE**

These Articles of Organization shall be effective upon the date of filing.

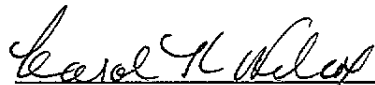
IN WITNESS WHEREOF, the undersigned Member has affixed his signature this 2nd day of March, 2000.

  
\_\_\_\_\_  
MIKE GABLE, Managing Member

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

Before me, the undersigned authority, personally appeared MIKE GABLE, to me known to be the individual described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed by hand and official seal at Vero Beach, said County and State aforesaid, this 2nd day of March, 2000.

  
\_\_\_\_\_  
Notary Public. State of Florida at Large.  
My commission expires:



PERSONALLY KNOWN BY ME  
 PRODUCED I.D. driver license

FILED  
00 MAR - 3 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA