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GABE DAVIE  
1567 W. CR 30-A  
Santa Rosa Beach, FL 32459  
850/267-2127

April 5, 2000

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-04/07/00-01012--009  
\*\*\*\*150.00 \*\*\*\*150.00

To Whom It May Concern:

Please find enclosed the following:

1. One original and one conformed copy of the Articles of Organization for Heritage Resource Management, L.L.C.
2. A check in the amount of \$150.00 to cover the costs of filing and the designation of the registered agent for Heritage Resource Management, L.L.C.
3. One original and one conformed copy of the Articles of Organization for Barbarosa Land Development, L.L.C.
4. A check in the amount of \$150.00 to cover the costs of filing and the designation of the registered agent for Barbarosa Land Development, L.L.C.

Please file stamp the conformed copy and return it to the undersigned along with the Letter of Acknowledgment.

Thank you for your attention to this matter.

Sincerely,

Gabe Davie

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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enclosures

**ARTICLES OF ORGANIZATION OF  
HERITAGE RESOURCE MANAGEMENT, L.L.C.**

The undersigned, Gabe Davie, hereby presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

**ARTICLE I**

The name of the limited liability company is:

HERITAGE RESOURCE MANAGEMENT, L.L.C.

**ARTICLE II - PRINCIPAL OFFICE ADDRESS**

The mailing address and street address of the principal office of the limited liability company (the "Company") is 1567 W. CR 30-A, Santa Rosa Beach, FL 32459.

**ARTICLE III - PURPOSES AND POWERS**

The Company is organized for the purpose of: 1) the management of commercial and residential real estate developments, including but not limited to the management of Barbarosa Land Development, L.L.C.; and 2) the purchase, development and sale of real estate, and for the improvement of real estate, and the doing of any other business and contracting work incidental to or connected with such work.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the LLC from engaging in any lawful act or activity for which an LLC may be organized under the laws of the state of Florida.

**ARTICLE IV - TERM OF EXISTENCE**

The company shall continue in existence until the occurrence of an Event of Dissolution as that term is defined in Section 8.2 of the Regulations of Heritage Management Company, L.L.C.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this limited liability company shall be 1567 W. CR 30-A, Santa Rosa Beach, FL 32459, and the name of the initial registered agent of this limited liability company at that address is Gabe Davie.

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## **ARTICLE VI - MANAGEMENT**

This limited liability company shall be managed by a Managing Member. The name and address of the Member who shall serve as Manager and who qualifies in accordance with the regulations of this limited liability company is as follows:

Gabe Davie  
1567 W. CR 30-A  
Santa Rosa Beach, FL 32459

## **ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS**

The decision to admit a new member into the Company, or to allow a Member to sell, assign, gratuitously transfer, devise or otherwise transfer (with or without consideration) his or her Membership Interest shall require the consent of all of the Members. Contributions required of new Members shall be determined as of the time of admission to the limited liability company.

## **ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS**

The term of the business shall be set forth in Article IV herein, and it shall not be affected by the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership in the Company.

## **ARTICLE IX - RESTRICTION ON MEMBERSHIP**

A Member's Interest in the limited liability company may not be sold or otherwise transferred except in the manner prescribed in Section 7.2 of the Regulations of the Company.

## **ARTICLE X - COMMENCEMENT OF EXISTENCE**

The date for commencement of this limited liability company's shall be April 7, 2000.

## **ARTICLE XI - AMENDMENT**

This limited liability company reserves the right to amend these Articles of Organization upon the approval of the Members holding at least eighty percent (80%) of the Profits Interests in the Company in accordance with Section 3.3 of the Regulations.

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IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on the date set forth below.

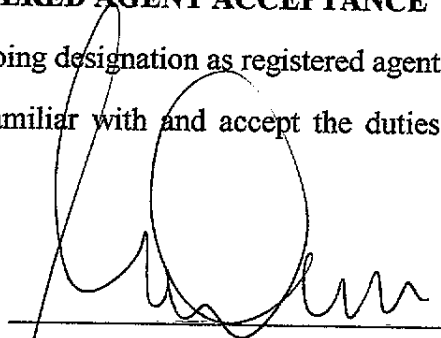
MEMBER:

  
GABE DAVIE

Date: 4/5, 2000

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of Heritage Management Company, L.L.C. Further, I am familiar with and accept the duties and obligations of such designation.

  
GABE Y. DAVIE

Date: 4/5, 2000

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