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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

if known):

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-04/07/00--01012--008
****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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TALLAHASSEE, FLORIDA

enclosures

**ARTICLES OF ORGANIZATION OF
BARBAROSA LAND DEVELOPMENT, L.L.C.**

The undersigned, HERITAGE RESOURCE MANAGEMENT, L.L.C., 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:

Barbarosa Land Development, 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 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 Barbarosa Land Development, 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:

Heritage Resource Management, L.L.C.
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 6, 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:
Heritage Resource Management, L.L.C.

By: 
Gabe Davie, Managing Member

Date: 4/5, 2000

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Barbarosa Land Development, L.L.C. further, I am familiar with and accept the duties and obligations of such designation.


GABE DAVIE

Date: 4/5, 2000

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