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Harry A. Jones
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(407) 264-0334
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via Federal Express

April 14, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

Re: EAGLE BEND DEVELOPMENT OF FLORIDA, L.L.C.

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-04/18/00--01076--003

***125.00 ***125.00

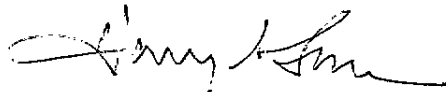
Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Organization for the above-captioned Limited Liability Company, together with check in the sum of \$125.00 to cover your filing fees.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,



Harry A. Jones

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater HAJ/re Verifier Enc.	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF EAGLE BEND DEVELOPMENT OF FLORIDA, L.L.C.**

The undersigned subscriber to these Articles of Organization and intending to form and create a Limited Liability Company pursuant to the statutes of the State of Florida, does hereby state and certify the following:

I.

The name of the Limited Liability Company shall be EAGLE BEND DEVELOPMENT OF FLORIDA, L.L.C.

II.

The mailing address of the Limited Liability Company is P. O. Box 6447, Titusville, FL 32782-6447. The street address of the principal office of the Limited Liability Company is 11 A. Max Brewer Parkway, Titusville, FL 32796.

III.

The name and street address of the initial registered agent of the Limited Liability Company in the State of Florida is: HARRY A. JONES, 11 A. Max Brewer Parkway, Titusville, FL 32796.

IV.

The Limited Liability Company shall be managed by a Board of Managers, consisting of a number not more than five (5) and the activities of the Limited Liability Company shall be conducted as a manager-managed company in accordance with the terms of the Limited Liability Company Operating Agreement.

V.

The name and address of the Initial Manager of the Limited Liability Company is as follows:

Name	Address
Harry A. Jones	11 A. Max Brewer Parkway Titusville, FL 32796

VI.

The Limited Liability Company shall be initially organized with one member. The name and address of the Initial Member of the Limited Liability Company is:

Name	Address
Harry A. Jones	11 A. Max Brewer Parkway Titusville, FL 32796

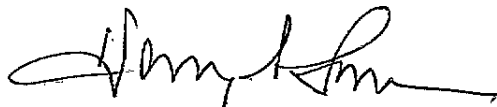
VII.

The Limited Liability Company shall have the right to add additional members according to the terms of the Limited Liability Company Operating Agreement.

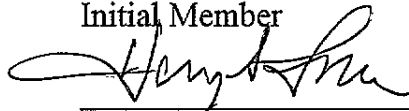
VIII.

The Limited Liability Company shall have a duration of thirty (30) years and it shall dissolve at the end of said time period. The members of the Limited Liability Company may continue business upon an event of dissolution only in accordance with the terms of the Limited Liability Company Operating Agreement.

IN WITNESS WHEREOF, the undersigned, in their respective capacities as initial member and initial manager for the purpose of forming a Limited Liability Company under the laws of the State of Florida, do make and file these Articles of Organization, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seal this 14th day of April, 2000.



Harry A. Jones
Initial Member



Harry A. Jones
Initial Manager

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STATE
FLORIDA

TATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared HARRY A. JONES, to me well known to be the person who executed the foregoing Articles of Organization, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed in his respective capacities as Initial Member and Initial Manager.

WITNESS my hand and official seal this 14th day of April, 2000.



Notary Public, State of Florida

My Commission Expires:



Ruth S. Ellis
MY COMMISSION # CC854443 EXPIRES
July 9, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
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STATE
TALLAHASSEE, FLORIDA

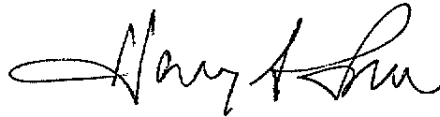
STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF

EAGLE BEND DEVELOPMENT OF FLORIDA, L.L.C.

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby files this statement of the designation and acceptance of the initial registered agent of the Limited Liability Company.

The street address of the initial registered office of this Limited Liability Company is 11 A. Max Brewer Parkway, and the name of the initial registered agent of this Limited Liability Company at that address is HARRY A. JONES.

DATED this 14th day of April, 2000.



Harry A. Jones

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of EAGLE BEND DEVELOPMENT OF FLORIDA, L.L.C., at the initial registered office of the Limited Liability Company at 11 A. Max Brewer Parkway, Titusville, Florida 32796.



Harry A. Jones