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RS Robinson Shaw, Inc.

Real Estate Development & Investments

May 5, 2000

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

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-05/08/00--01093--018
****155.00 ****155.00

Gentlemen:

Enclosed for filing are Articles of Organization for Westhaven Homes, L.L.C. and check payable to Florida Department of State for \$155.00 representing the Filing Fee, Designation of Registered Agent and Certified Copy.

Please send the letter of acknowledgment and the certified copy to Robinson Shaw, Inc. at 2404 N. Rio Grande Ave, Orlando, FL 32804. The daytime telephone number is 407-839-3033.

Thank you for your assistance with this matter.

Sincerely,


William H. Robinson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
FOR
WESTHAVEN HOMES, L.L.C.

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned as organizers and Members of Westhaven Homes, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes adopt the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is Westhaven Homes, L.L.C.

ARTICLE II - PURPOSE AND POWERS

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may exercise pursuant to Chapter 608, Florida Statutes as they may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Florida Statutes as they may be amended from time to time.

ARTICLE III - INITIAL REGISTERED AGENT , REGISTERED OFFICE ADDRESS

The street address and mailing address of the initial Company office and initial registered office of this company is 2404 N. Rio Grande Ave., Orlando, FL 32804 and the name of the initial registered agent of this Company at that address is William H. Robinson.

ARTICLE IV - DURATION

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State and it shall exist perpetually thereafter unless dissolved according to law or by written consent of all members.

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ARTICLE V - MANAGEMENT

Westhaven Homes, L.L.C. is a manager -managed limited liability company and the management and control of the Company and its business and affairs is vested in William H. Robinson, President of Member Robinson Shaw, Inc. whose address is

William H. Robinson
Robinson Shaw, Inc.
2404 N. Rio Grande Ave
Orlando, FL 32804

The Manager shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Florida Statutes, as they may be amended from time to time and as further provided in the Regulations of the Company, except that all policy decisions must be concurred in by The Greenwich Group, Inc. and Robinson Shaw, Inc. Members, as set forth in the Regulations of the Company.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The Company may admit new Members only upon the written consent of all then existing members.

ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right of the remaining Members of the Company to continue the business on the retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member shall be upon the written consent of all then existing Members,

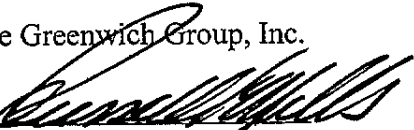
ARTICLE VIII - AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, but any such amendment shall require the written approval of Members, The Greenwich Group, Inc. and Robinson Shaw, Inc.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization this May 4, 2000.

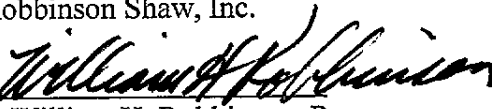
The Greenwich Group, Inc.

By


Russell L. Mills, Pres.

Robbinson Shaw, Inc.

By


William H. Robinson, Pres

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of Westhaven Homes, L.L.C. and states that he is famaliar with the obligations of that position.


William H. Robinson

SEAL OF THE STATE
OF ALABAMA

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