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ACCOUNT NO. : 072100000032

REFERENCE : 714955 81816A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 31, 2000

ORDER TIME : 12:11 PM

ORDER NO. : 714955-005

CUSTOMER NO: 81816A

CUSTOMER: Dominique R. Rihs, Esq
DOMINIQUE RIHS, P.A.
DOMINIQUE RIHS, P.A.
5131 Sunbury Court

Naples, FL 33942-4731

DOMESTIC FILING

NAME: GRANITE DEVELOPMENT II, 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: Jeanine Reynolds

EXAMINER'S INITIALS:

500003272275-8
-05/31/00-01056-021
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MAY 31 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

05/31/00 01066 021

RECEIVED
00 MAY 31 PM 12:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION FOR GRANITE

DEVELOPMENT II, L.C.,

A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I- NAME:

The name of the Limited Liability Company is:

GRANITE DEVELOPMENT II, L.C.

ARTICLE II- Address:

The mailing address & street address of the principal office of the Limited Liability Company is : c/o Relleum, Inc., 801 Laurel Oak Drive, Suite 700, Naples, FL 34108. The name & address of the Company's initial registered agent shall be *Dominique Rihs, Esq., 5131 Sunbury Court, Naples, FL 34104.*

ARTICLE III- Duration:

The period of duration for the Limited Liability Company shall be 30 years from the date these Articles are filed with the Department of State of the State of Florida, unless earlier terminated as provided in Article VII of these Articles of Organization or as provided by Florida Chapter 608, as amended from time to time.

ARTICLE- IV Purpose:

The purpose or purposes for which the Company is organized are : To hold, develop, market & sell property & for all other transactions that are legal under state & federal laws & which a limited liability company may engage in under Florida Chapter 608, as amended.

ARTICLE- V Management

The Limited Liability Company is to be managed by the members and the name(s) & addresses(es) of the managing members are:

RELLEUM, INC., a Florida corporation
801 Laurel Oak Drive, Suite 700
Naples, FL 34108

JOHN SCOT MUELLER
c/o Relleum, Inc.
801 Laurel Oak Drive, Suite 700
Naples, FL 34108

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ARTICLE- VI Admission of Additional Members:

Additional members shall be admitted to the Company upon the approval of all then-existing members of the Company & upon such terms & conditions of admission as shall be established by agreement of all then-existing members of the Company.

ARTICLE- VII Members Rights to Continue Business

The limited liability company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company if all the remaining members consent to the continuance of the Company's business notwithstanding the death, insanity, bankruptcy, retirement, resignation, expulsion or dissolution of any member. Further, the Company shall be dissolved upon unanimous agreement of all members or upon there being no member due to death, insanity, bankruptcy, retirement, resignation, expulsion or dissolution of a member.

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ARTICLE- VIII INITIAL CAPITALIZATION

The Company's initial capitalization shall be \$500,000.00. If any member has agreed to make any additional contribution of capital to the Company, the amounts of all such contributions (including the description & agreed value of any non-cash property) & the terms at which or events upon the happening of which (a "Triggering Event") such additional contributions shall be made, shall be described in the schedule attached hereto as Exhibit "B".

ARTICLE- IX Membership & Operating Agreement

The members of the Company shall enter into a Membership & Operating Agreement to regulate the affairs of the Company; provided, however, that said operating agreement shall not contravene these Articles or the Act. The management of the Company shall be reserved to the members & the respective duties & authorities of each of the members shall be as set forth in their Membership & Operating Agreement.

IN WITNESS WHEREOF, the undersigned, being the initial members of the Company, for the purpose of forming a limited liability company under the Act have executed these Articles, this 30th day of May, 2000.

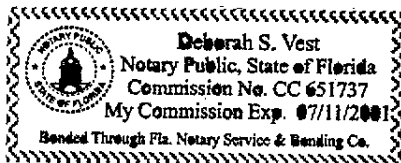
RELLEUM, INC., a Florida corporation

BY: *John Scot Mueller*
John Scot Mueller, as Pres.

BY: *John Scot Mueller*
John Scot Mueller, individually

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Articles of Organization were acknowledged before me this 30th day of May 2000 by JOHN SCOT MUELLER, individually & JOHN SCOT MUELLER as President of RELLEUM, INC., a Florida Corporation, the initial members of GRANITE DEVELOPMENT II, L.C. & said member & member representative are personally known to me & did not take an oath.



NOTARY SEAL:

Deborah S. Vest
Notary Public
DEBORAH S. VEST

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SCHEDULE "B"
TO
ARTICLES OF ORGANIZATION
FOR
GRANITE DEVELOPMENT II, L.C.

There are no required additional contributions at this time nor any triggering event requiring additional contributions.

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT & REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT,
IN THE STATE OF FLORIDA.

1. The name of the limited liability company is : GRANITE
DEVELOPMENT II, L.C.

2) The name & address of the registered agent and office is:

DOMINIQUE RIHS, ESQ.
(Name)

c/o Dominique Rihs, P.A., 5131 Sunbury Court
Naples, Florida 34104

(Physical Address in Florida)

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 certificate, 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 any
duties & I am familiar with and accept the obligations of my
position as registered agent.

Dated: May 26, 2000



Registered Agent
DOMINIQUE RIHS, ESQ.

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00 MAY 31 PM 2:59
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TALLAHASSEE FLORIDA