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June 5, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-06/09/00--01076--015
****155.00 ****155.00

Re: Private Green, LLC

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed Articles of Organization of Private Green, LLC, together with our firm's check in the amount of \$155.00 representing the filing fee for said articles. Please return a filed copy of the enclosed to the undersigned at your earliest convenience.

Sincerely,



Helen Brock Ford
Paralegal

/hbf
Enclosures

FILED
00 JUN -9 AM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4mth
6/12

ARTICLES OF ORGANIZATION

OF

PRIVATE GREEN, LLC

The undersigned (the "Members") acting as the sole organizer of PRIVATE GREEN, LLC, under the Florida Limited Liability Company Act, Chapter 608, *Fla. Stat.*, adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is PRIVATE GREEN, LLC (the "Company").

ARTICLE II - Address:

The mailing address of the limited liability company is Post Office Box 2447, Windermere, Florida 34768 and the street address of the principal office of the limited liability company is 1011 West Lancaster Road, Orlando, Florida 32809.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV - Management:

The limited liability company is to be managed by a manager and the name and address of the manager who is to serve as the initial manager until the first annual meeting of members or until their successors are elected and qualified is:

Name

Address

Jeffrey Scott

1011 West Lancaster Road
Orlando, Florida 32809

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company. The names and addresses of the initial members of the Company are:

<u>Name</u>	<u>Address</u>
Jeffrey Scott	1011 West Lancaster Road Orlando, Florida 32809
Deborah K. Scott	1011 West Lancaster Road Orlando, Florida 32809

ARTICLE VI - Adoption of Regulations:

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Fla. Stat.*

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Jeffrey Scott, Incorporator, and the street address of the Company's registered agent is 1011 West Lancaster Road, Orlando, Florida 32809. A copy of the registered agent's acceptance to serve accompanies these Articles.

FILED
00 JUN -9 PM 12:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VIII - Amendments:

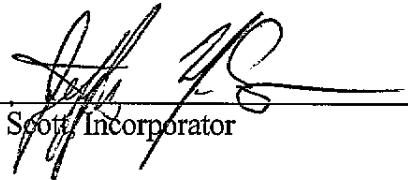
The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee

shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as of this 18th day of April, 2000.



Jeffrey Scott, Incorporator

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00 JUN -9 AM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT 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 PRIVATE GREEN, LLC.
2. The name and address of the registered agent and his office is:

Jeffrey Scott
1011 West Lancaster Road
Orlando, Florida 32809

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


Jeffrey Scott

Dated this 18th day of April, 2000.

FILED
JUN -9 AM 12:00
SEC. OF STATE
TALLAHASSEE, FLORIDA