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ACCOUNT NO. : 072100000032

REFERENCE : 769647 4338438

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 125.00

MJH

ORDER DATE : July 19, 2000

ORDER TIME : 1:51 PM

ORDER NO. : 769647-005

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CUSTOMER NO: 4338438

CUSTOMER: Dana Knollenberg, Legal Asst
Ginsberg & Brusilow, P.c.

14785 Preston Road
Suite 750, Lb 64
Dallas, TX 75240

DOMESTIC FILING

NAME: STERLING FT. MYERS I, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 21 AM 9:28

RECEIVED
00 JUL 21 PM 3:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32302

ARTICLES OF ORGANIZATION
OF
STERLING FT. MYERS I, L.L.C.

The undersigned, being the Managing Member of Sterling Ft. Myers I, L.L.C., a Florida limited liability company (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is Sterling Ft. Myers I, L.L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State and shall continue perpetually, unless otherwise dissolved pursuant to the Company's Operating Agreement.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

P. O. Box 1984
McKinney, Texas 75070

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

3225 Aviation Avenue, Seventh Floor
Coconut Grove, Florida 33133

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 21 AM 9:28

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301-2607

ARTICLE VI. MANAGING MEMBER

The Managing Member, who is SDC Ft. Myers I, Inc., a Florida corporation, shall have the sole and exclusive right and authority to manage the Company and its business and shall serve as the Managing Member of the Company until such member ceases to be the Managing Member as set forth in the Company's Operating Agreement. Any Co-Manager shall have only those rights set out to the Co-Manager in the Operating Agreement. The mailing address of the Managing Member is:

P. O. Box 1984
McKinney, Texas 75070

ARTICLE VII. RETURN OF CAPITAL

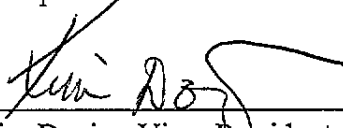
No member shall have the right to demand the return of his or its contribution to capital except as provided in the Operating Agreement then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION; TO THE COMPANY'S OPERATING AGREEMENT

Amendments to either these Articles of Organization or to the Company's Operating Agreement may be proposed by the Managing Member or any other member of the Company. Following such proposal, the Managing Member shall submit to the other members a verbatim statement of any proposed amendment, providing that counsel for the Company shall have approved of the same in writing as to form, and the Managing Member shall include in any such submission a recommendation as to the proposed amendment. The Managing Member shall seek the written vote of the Members on the proposed amendment or shall call a meeting to vote thereon. A proposed amendment shall be adopted if it receives the unanimous vote of the Managing Member and all the other members of the Company.

IN WITNESS WHEREOF, the undersigned Managing Member of the Company has executed the foregoing Articles of Organization this 21st day of July, 2000.

SDC FT. MYERS I, INC.,
a Florida corporation

By: 
Kim Dozier, Vice- President

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 of the Act:

Having been appointed registered agent of Sterling Ft. Myers I, L.L.C., a Florida limited liability company, in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

EXECUTED this 21st day of July, 2000.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Name: Laura R. Dunlap
Title: as it agent
Date: 7/21/00

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