

WESTPORT-NIEMANN HOMES

9240 Bonita Beach Rd.
Suite 1117
Bonita Springs, FL 34135

Telephone (941) 947-9355
Fax (941) 947-9377

L000000009337

28-Jul-00

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Dear Division of Corporations:

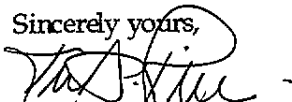
Please find enclosed the necessary documents to file for a new Florida Limited Liability Company. Also enclosed, is my check for the appropriate filing fees, Designation of Registered Agent, and a Certified Copy. I may be reached at the following telephone number and address:

Kirt A. Reinert
9240 Bonita Beach Rd.
Suite 1117
Bonita Springs, Florida 34135

941-947-9355

Thank you for your assistance in registering and documenting this company.

Sincerely yours,


Kirt A. Reinert

000003339130--1
-07/28/00--01047--003
****155.00 ****155.00

FILED
00 JUL 28 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-9337
8/3

ARTICLES OF ORGANIZATION
OF
WESTPORT - NIEMANN HOMES, L.L.C.

1. NAME. The name of this limited liability company is Westport - Niemann Homes, L.L.C., a Florida limited liability company ("the Company").
2. DURATION. The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.
3. PURPOSE. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. PLACE OF BUSINESS. The mailing and street address of the Company's principal office is 9240 Bonita Beach Road, Suite 1117, Bonita Springs, Florida 34135.
5. REGISTERED AGENT and OFFICE. The name of the initial registered agent of the Company is Steven I. Winer. The street address of the initial registered agent of the Company is 12800 University Drive, Suite 600, Ft. Myers, Florida 33907.
6. CONTRIBUTIONS TO THE COMPANY. The total amount of cash initially contributed to the Company by the members is Twenty Thousand Dollars (\$20,000). No additional contributions have been agreed upon at this time.
7. ADDITIONAL MEMBERS. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
8. TERMINATION OF MEMBERSHIP. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon an occurrence of any other event which terminates the continued membership of a member of the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to the continued operation of the business of the Company.
9. MANAGEMENT OF THE COMPANY. The Company shall be managed by a manager or managers in accordance with the regulations adopted by all of the members. The names and addresses of the initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, are:

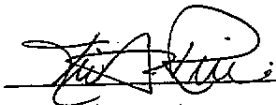
Kirt A. Reinert 9240 Bonita Beach Road Suite 1117 Bonita Springs, FL 34135	Stephen W. Boling 9240 Bonita Beach Road Suite 1117 Bonita Springs, FL 34135
---	---
10. REGULATIONS. The manager or managers shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.
11. VOTING. The Company is authorized to issue membership units with voting rights and membership units without voting rights.
12. CERTIFICATED INTERESTS. The members' interest in the Company shall be evidenced by certificates.

SECRETARY OF STATE
MAIL ROOM
TALLAHASSEE, FLORIDA

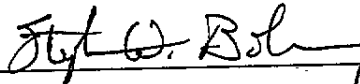
00 JUL 28 PM 3:00

FILED

The undersigned executed these Articles of Organization effective as of the 28th day of July, 2000.



Kirt A. Reinert, Member



Stephen W. Boling, Member

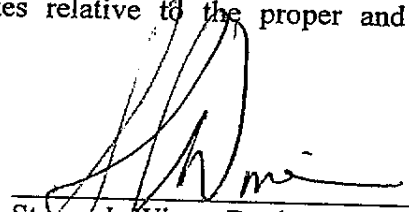
FILED

00 JUL 28 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Steven I. Winer, Registered Agent

Dated: _____

FILED
00 JUL 28 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA