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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Monastery Golf Group, L.C.)

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W-20283

00789-00623-00671

_____ Art of Inc. File _____
 _____ LTD Partnership File _____
 _____ Foreign Corp. File _____
 ✓ _____ L.C. File Cert _____
 _____ Fictitious Name File _____
 _____ Trade/Service Mark _____
 _____ Merger File _____
 _____ Art. of Amend. File _____
 _____ RA Resignation _____
 _____ Dissolution / Withdrawal _____
 _____ Annual Report / Reinstatement _____
 ✓ _____ Cert. Copy _____
 ✓ _____ Photo Copy _____
 _____ Certificate of Good Standing _____
 _____ Certificate of Status _____
 _____ Certificate of Fictitious Name _____
 _____ Corp Record Search _____
 _____ Officer Search _____
 _____ Fictitious Search _____
 _____ Fictitious Owner Search LOO _____
 _____ Vehicle Search _____
 _____ Driving Record _____

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 TALLAHASSEE, FLORIDA

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Signature

Requested by: CD 8/22/00 11:00
Name Date Time

Walk-In _____ Will Pick Up _____

UCC 11 Search
UCC 11 Retrieval
Courier



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 22, 2000

CAPITAL CONNECTION, INC.

SUBJECT: MONASTERY GOLF GROUP, L.C.
Ref. Number: W00000020683

We have received your document for MONASTERY GOLF GROUP, L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 300A00045074

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ARTICLES OF ORGANIZATION
OF
MONASTERY GOLF GROUP, L.C.,
A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

Article I
Name

The name of the limited liability company is **MONASTERY GOLF GROUP, L.C.** (the "Company").

Article II
Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Secretary of State.

Article III
Units Of Equity Ownership

Section A. Authorized Units of Equity Ownership. The maximum number of units which equity ownership units the Company is authorized to have outstanding is 1,000 units, all of which shall be identical units.

Section B. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units. A transferee shall be bound by the provisions contained in these Articles of Organization and any Regulations of the Company the same as an original Member.

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Article IV
Members

The Company shall have one (1) Member initially. Additional Members may be admitted to the Company, upon the written application of such person or entity, with the express written approval of the Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. Any additional Members admitted to the Company shall be bound by the provisions contained in these Articles of Organization and any Regulations of the Company the same as an original Member. The name and address of the initial Member is:

William C. Barker
1485 Shadwell Circle
Heathrow, Florida 32746

Article V
Registered Agent And Office

The name and address of the initial Registered Agent of the Company is

Glenn T. Vandewater, Esquire
378 CenterPointe Circle
Suite 1272
Altamonte Springs, Florida 32701

Article VI
Principal Office

The mailing address and street address of the principal office of the Company is

1485 Shadwell Circle
Heathrow, Florida 32746

Article VII
Purpose And Power

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

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Article VIII
Management

The Company is to be managed by a Member-Manager or Member-Managers. The name and address of the initial Member-Manager is:

William C. Barker
1485 Shadwell Circle
Heathrow, Florida 32746

Article IX
Indemnification

The Company shall, to the fullest extent authorized by the Florida Statutes, as the same may be amended from time to time, indemnify any Member and/or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Member-Manager is or was a Member, Manager, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Member-Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Member-Manager in the event of (i) a breach of such Member and/or Member-Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Member-Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Member-Manager shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Member-Manager is proper in the circumstances because such Member and/or Member-Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators

of such person.

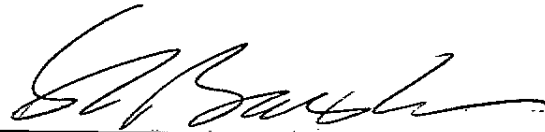
Article XI
Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Manager of the Company, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record shall be executed by a Manager of the Company.

Article XII
Members' Right to Continue Business

The right of the remaining Members to continue the business of the Company upon 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 Company, shall, provided there shall be at least one (1) Member remaining with ownership interest in the Company, be determined by the remaining Members in accordance with Florida law .

Dated August 28, 2000.



WILLIAM C. BARKER
Member

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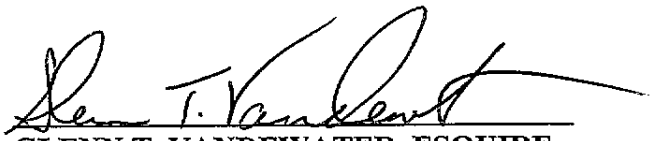
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CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Section 608.415, Florida Statutes, the following is submitted:

MONASTERY GOLF GROUP, L.C., desiring to organize as a limited liability company under the laws of the State of Florida, has designated 378 CenterPointe Circle, Suite 1272, Altamonte Springs, Florida 32701 as its initial registered office and has named Glenn T. Vandewater, Esquire, who is located at that address, as its initial registered agent.

Having been named registered agent for the above stated limited liability company, at the designated registered office, the undersigned hereby accepts said appointment, declares that he is familiar with the obligations of such appointment, agrees to act in that capacity and further agrees to comply with the provisions of the Florida Statutes relative thereto.


GLENN T. VANDEWATER, ESQUIRE
Registered Agent

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