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TAMPA, FLORIDA 33612
Phone (813)962-0548 Fax (813)962-3923

August 15, 2000

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

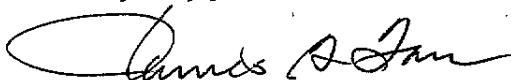
W-20693

Re: Covey Busters, L.L.C.

Dear Sir/Madam:

Enclosed are the Articles of Organization, in duplicate, for the above corporation together with my check in the amount of \$130.00 for the filing fee and good standing certificate. Please file the Articles at your earliest convenience and return a copy to me with a certificate of good standing. If there is any question or problem, please let me know.

Very truly yours,



James G. Farr, Esquire

encl

jamesg

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 23, 2000

JAMES G. FARR
1502 W. FLETCHER AVE
STE 101
TAMPA, FL 33612

SUBJECT: COVEY BUSTERS, L.L.C.
Ref. Number: W00000020693

We have received your document for COVEY BUSTERS, L.L.C. and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 900A00045111

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
COVEY BUSTERS, L.L.C.**

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be: Covey Busters, L.L.C.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the company shall be: 1502 West Fletcher Avenue, Suite 113, Tampa, Florida 33612.

ARTICLE III

DURATION

The company shall begin its existence on the date that these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent for the company in the State of Florida is: John C. Greer, 1502 West Fletcher Avenue, Suite 113, Tampa, Florida 33612.

ARTICLE V

CAPITAL CONTRIBUTION

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

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SECRETARY OF STATE
TAMPA, FLORIDA

ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII

ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company according to regulations as may be adopted by the members of the company, but the transferee shall have no right to participate in the management of the business affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest shall first approve of the proposed transfer by unanimous written consent.

ARTICLE VIII

TERMINATION OF EXISTENCE

On the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, the business of the company shall be continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX

MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is: John C. Greer, 1502 West Fletcher Avenue, Suite 113, Tampa, Florida 33612.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Tampa, Florida, on this 15th day of August, 2000.

Organizer and Member
Bay Hill Homes, Inc.

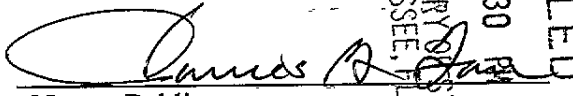
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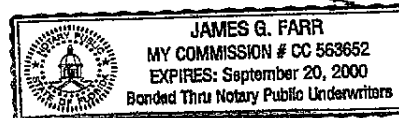
John C. Greer, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared John C. Greer, as president of Bay Hill Homes, Inc., and he acknowledged to me that he executed the foregoing document for the intents and purposes therein set forth, and he was personally known to me and he did not take an oath.

Dated this 15th day of August, 2000.


Notary Public
State of Florida

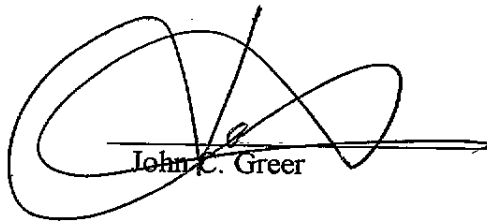


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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization for COVEY BUSTERS, L.L.C., as the registered agent for said limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of the position of registered agent.

Dated this 15th day of August, 2000.


John C. Greer

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TALLAHASSEE, FLORIDA