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ATTORNEYS AT LAW

Firm Established 1924

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JOHN K. WOOLSLAIR (1908-1968)
W. A. SHEPPARD (1898-1971)

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CRAIG R. HERSCH **
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BRIAN J. INGERTO†*

OF COUNSEL

JOHN W. SHEPPARD *

* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES
† LLM TAXATION
• CERTIFIED PUBLIC ACCOUNTANT (FL)
• ALSO ADMITTED IN SOUTH CAROLINA
+ ALSO ADMITTED IN IOWA

MJH

September 14, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

500003396005---0
-09/18/00--01060--021
***125.00 ***125.00

Re: RIVERHAVEN DEVELOPMENT COMPANY, L.L.C.

Dear Ladies and Gentlemen:

Accompanying this letter please find the following:

1. Articles of Organization of Riverhaven Development Company, L.L.C.
2. Our law firm's check in the amount of \$125.00 to cover filing fee for Articles of Organization of Riverhaven Development Company, L.L.C.

Please return an acknowledgment that this Limited Liability Company has filed in the records of the Secretary of State.

Thank you for your assistance and courtesies.

Sincerely yours,

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.


John F. Stewart

JFS:dlb

Enclosures

cc: Mr. Paul H. Williams

A-4759

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 18 PM 1:22

ARTICLES OF ORGANIZATION
OF
RIVERHAVEN DEVELOPMENT COMPANY, L.L.C.

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I
NAME

The name of the Limited Liability Company shall be RIVERHAVEN DEVELOPMENT COMPANY, L.L.C. ("Company"). The mailing and street address principal office of the Company shall be: 4634 Palm Beach Boulevard, Fort Myers, Florida 33905

ARTICLE II
REGISTERED AGENT

The initial registered agent of the Company is JOHN F. STEWART, whose address is: 2121 West First Street, Fort Myers, Florida 33901.

ARTICLE III
MANAGEMENT

The Company shall be a manager-managed Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization.

ARTICLE IV
MEMBER

The names and addresses of the initial member of the Company is:

NAME

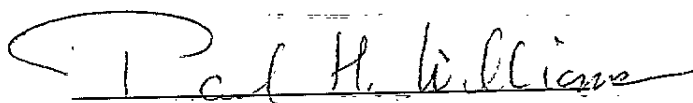
ADDRESS

PAUL H. WILLIAMS

4634 Palm Beach Boulevard
Fort Myers, Florida 33905

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 18 PM 1:22

IN WITNESS WHEREOF, the undersigned members have made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 14th day of September, 2000.


Paul H. Williams

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 14 day of September, 2000, by PAUL H. WILLIAMS, who is personally known to me or who has produced N/A as identification.

(Seal)



Arlene L. Baneroft
Commission # CG 256439
Expires July 20, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

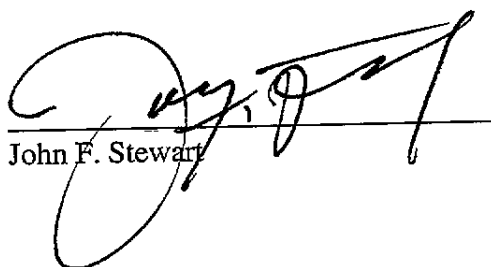

Notary Public

My Commission Expires:
Comm. No.:

Printed Notary Signature

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for RIVERHAVEN DEVELOPMENT COMPANY, L.L.C., at the place designated herein, 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. I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 608, Florida Statutes.


John F. Stewart

Date: 9-14-00