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October 27, 2000

FEDERAL EXPRESS

Division of Corporations
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
00 OCT 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Bethany Overlake, LLC, a Florida limited liability company

Dear Sir or Madam:

8000003445148--6
-10/30/00--01155--008
****125.00 ****125.00

In connection with the organization of the above-referenced Florida limited liability company, enclosed please find the following:

1. Original and one copy of Articles of Organization and Certificate of Designation of Registered Agent/Registered Office;
2. Our firm's check in the amount of \$125, representing a \$100 filing fee and \$25 registered agent fee; and
3. A self-addressed stamped envelope in which to return a date-stamped copy of the filed Articles of Organization.

Thank you for your assistance in this matter. If you have any questions or comments, please do not hesitate to contact the undersigned.

Very truly yours,

Rita M. Burdo
Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

LOD-13383
QR

enclosures

cc: Mr. Donald E. Grant

Federal Property-Bethany Overlake-FL SOS.ltr.wpd

**ARTICLES OF ORGANIZATION
OF
BETHANY OVERLAKE, LLC**

ARTICLE I – NAME

The name of this Florida limited liability company is BETHANY OVERLAKE, LLC (the “Company”).

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company is 3800 Inverrary Boulevard South, Suite 209, Lauderhill, Florida 33319.

ARTICLE III – INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of the Company is DONALD E. GRANT, 3800 Inverrary Boulevard South, Suite 209, Lauderhill, Florida 33319.

ARTICLE IV – COMPANY EXISTENCE

The Company’s existence shall be effective as of the time of the filing of these Articles of Organization with the Florida Department of State and its existence shall be perpetual.

BAYTOWN URBAN DEVELOPMENT, LTD.,
a Texas limited partnership, Sole Member

By: FEDERAL AMERICAN PROPERTIES, INC., Its General Partner

By: Mitchell D. Schepps
Henry R. Focke, Jr., President
by Mitchell D. Schepps, as Attorney-in-Fact

DATE: October 27, 2000.

MITCHELL D. SCHEPPS, ESQ.
Rosen & Reade, LLP
777 South Flagler Drive, Ste. 1102W
West Palm Beach, FL 33401
Telephone No.: 561-833-2410
Fax No.: 561-833-8387
Florida Bar No.: 0979139

FILED
00 OCT 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE**

LIMITED LIABILITY COMPANY:

BETHANY OVERLAKE, LLC

REGISTERED AGENT AND REGISTERED OFFICE:

DONALD E. GRANT
3800 Inverrary Boulevard, Ste. 209
Lauderhill, FL 33319

I agree to act as Registered Agent to accept service of process for the Company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties of the Registered Agent. I am familiar with and accept the obligations of the Registered Agent position.

Mitchell D. Schepps

DONALD E. GRANT, REGISTERED AGENT
by Mitchell D. Schepps, as Attorney-in-Fact

DATE: October 27, 2000.

Federal Property-Bethany Overlake Articles of Organization.wpd

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