



THE UNITED STATES
CORPORATION
COMPANY

L000000/60/0

ACCOUNT NO. : 072100000032

REFERENCE : 942897 9196A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 155.00

ORDER DATE : December 22, 2000

ORDER TIME : 11:42 AM

ORDER NO. : 942897-005

CUSTOMER NO: 9196A

300003511913--7

CUSTOMER: Ms. Clare Phillips
Katherine A. Christy, Esq

Suite 150
250 International Parkway
Heathrow, FL 32746

DOMESTIC FILING

NAME: INLET AT NEW SMYRNA UNIT 1001,
LLC

FILE FIRST

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley EXT. 1130
EXAMINER'S INITIALS:

00 DEC 22 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

2000 DEC 22 PM 12:04
CORPORATIONS

JB
12-22-00

**ARTICLES OF ORGANIZATION FOR
INLET AT NEW SMYRNA UNIT 1001, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is: INLET AT NEW SMYRNA UNIT 1001, LLC.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is: 250 International Parkway, Suite 150, Heathrow, Florida, 32746.

ARTICLE III - Duration

The limited liability company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing and shall be perpetual, unless otherwise terminated pursuant to the Regulations among the Members.

ARTICLE IV - Management

The Limited Liability Company is to be managed by a Board of Directors consisting of directors who are elected by the Members. The number of directors of this Company may be increased or decreased from time to time pursuant to the Regulations adopted by the Members. The names and addresses of the initial directors are as follows:

C. Thomas Selby
250 International Parkway
Suite 150
Heathrow, FL 32746

Andrew M. Thompson
104 Sweet Bay Lane
Longwood, FL 32779

Anton Joseph McCloskey
3438 Ashton Oaks Cove
Longwood, FL 32779

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TALLAHASSEE, FLORIDA

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ARTICLE V - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be the affirmative vote of 51% of the member's contributed capital.

ARTICLE VI - LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.24 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VII - REGULATIONS

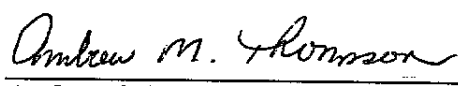
The Regulations (as defined in Section 608.402(13) of the Florida Limited Liability Company Act) relating to this Limited Liability Company must be in writing and signed by all of the Members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 20th day of December, 2000.

MEMBER:

C. THOMAS SELBY FAMILY TRUST DATED
DECEMBER 1, 2000


C. Thomas Selby, Trustee


Andrew M. Thompson

ANTON JOSEPH MCCLOSKEY REVOCABLE
TRUST

By: 
Anton Joseph McCloskey, Trustee

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

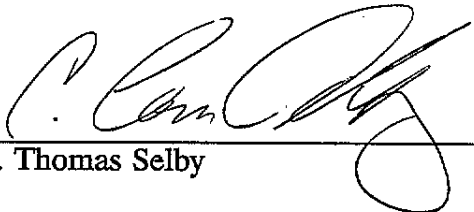
1. The name of the limited liability company is:

INLET AT NEW SMYRNA UNIT 1001, LLC

2. The name and address of the registered agent and office is:

C. Thomas Selby
250 International Parkway, Suite 150
Heathrow, FL 32746

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 and I am familiar with and accept the obligations of my position as registered agent.



C. Thomas Selby

12/20/00

(Date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA