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A. JEFFREY TOMASSETTI

Attorney at Law

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March 29, 2001

406 Ash Street
Post Office Box 1443
Fernandina Beach, FL
32035-1443

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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RE: Four Seasons Homebuilders, L.L.C.

Dear Sir or Madam:

Enclosed please find the Articles of Organization of Four Seasons Homebuilders, L.L.C., along with a check in the amount of \$155.00. Please file these Articles and return them to my office.

If you have any questions or need further information, please call me.

Sincerely,

Gail Cope
Gail Cope
Legal Assistant

/gc

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P.S.: Please fax a confirmation when this is filed. I appreciate your cooperation - (904) 261-8023

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TALLAHASSEE, FLORIDA

42

**ARTICLES OF ORGANIZATION
OF
FOUR SEASONS HOMEBUILDERS, 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 make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Four Seasons Homebuilders, L.L.C. ("Company"). The principal place of business of the Company in Florida shall be 319 Centre Street, Fernandina Beach, Florida 32034. The mailing address is the same.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall terminate not later than December 31, 2050, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is A. Jeffrey Tomassetti, Esq., 406 Ash Street, Fernandina Beach, Florida 32034.

ARTICLE V - CAPITAL CONTRIBUTIONS

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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CLERK OF THE COURT
JACKSONVILLE, FLORIDA

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon 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 upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and 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 approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manger, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is 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 two managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations 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. The name and address of the initial managers of the Company are:

William J. Fields
8912 Norwick Road
Richmond, VA 23229

Furman O. Clark, Jr.
P. O. Box 2467
Kitty Hawk, NC 27949

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Fernandina Beach, Florida, for the foregoing uses and purposes this 8 day of November, 2000.


WILLIAM J. FIELDS

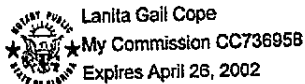

FURMAN O. CLARK, JR.

STATE OF Florida
COUNTY OF Nassau

Before me personally appeared WILLIAM J. FIELDS and FURMAN O. CLARK, JR., to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

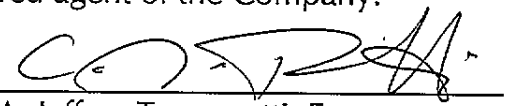
IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 8 day of November, 2000.


Notary Public



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Four Seasons Homebuilders, L.L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.


A. Jeffrey Tomassetti, Esq.
P. O. Box 1443
Fernandina Beach, FL 32035

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01 MAR 30 AM
CLERK OF
TALLAHASSEE, FL

FOUR SEASONS HOMEBUILDERS, L.L.C.

EXHIBIT "A"

<u>NAME OF MEMBER</u>	<u>INITIAL CAPITAL CONTRIBUTION</u>	<u>MEMBERSHIP INTEREST</u>
Fields-Clark Enterprises, L.L.C.	\$300.00	30%
The William J. Fields Revocable Trust, dated July ____, 2000	\$300.00	30%
The Furman O. Clark, Jr. Revocable Trust, dated July ____, 2000	\$300.00	30%
Kerilee Wender Duffy	\$100.00	10%
TOTALS		100%

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01 MAR 30 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA