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A. J. FRANKLIN TO MASSETTI

Attorney at Law

Telephone
(904) 261-1833

April 5, 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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*****25.00 *****25.00

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

Dear Sir or Madam:

Enclosed please find the Articles of Correction/Amendment to Articles of Organization of Four Seasons Homebuilders, L.L.C. to correct the address of the principal place of business and to correct the members names listed on Exhibit "A", along with a check in the amount of \$25.00. Please file these Articles of Correction/Amendment 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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FILED
01 APR -6 PM 5:00
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

LOI-5200
JR

**ARTICLES OF CORRECTION/AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
FOUR SEASONS HOMEBUILDERS, L.L.C.**

The undersigned, pursuant to Florida Statute 608.4115 of the Florida Limited Liability Company Act, hereby make, acknowledge, and file the following Articles of Correction/Amendment to the Articles of Organization originally filed on March 30, 2001. This correction is being filed to correct the address of the principal place of business and to correct the members names listed on Exhibit "A", as follows:

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 402 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."

THIS INSTRUMENT PREPARED BY & RETURN TO:
A. J. TOMASSETTI, ATTORNEY-AT-LAW
P. O. BOX 1443
FERNANDINA BEACH, FLORIDA 32034

FILED
11 APR -6 PM 5:00
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
FLORIDA
11th JUDICIAL CIRCUIT
CLERK OF THE COURT

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 Amended Articles of Organization. The name and address of the initial managers of the Company are:

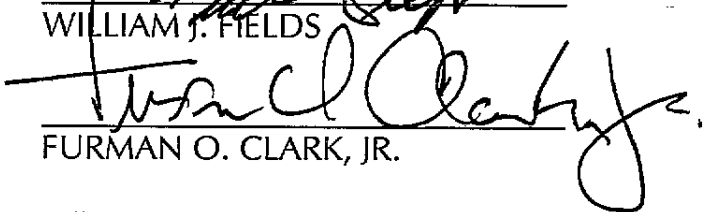
William J. Fields
8912 Norwick Road
Richmond, VA 23229

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

FILED
01 APR -6 PM 5:00
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Amended Articles of Organization at Fernandina Beach, Florida, for the foregoing uses and purposes this 4 day of April, 2001.


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 Amended 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 4 day of April, 2001.

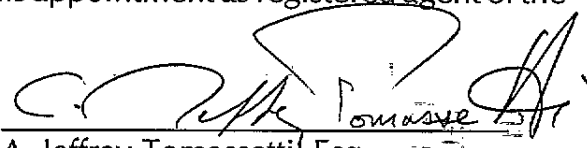

Notary Public



Lanita Gail Cope
My Commission **CC736958**
Expires April 28, 2002

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Amended 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

FILED
APR -6 PM 5:00
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
DADE COUNTY, FLORIDA

FOUR SEASONS HOMEBUILDERS, L.L.C.

EXHIBIT "A"

<u>NAME OF MEMBER</u>	<u>INITIAL CAPITAL CONTRIBUTION</u>	<u>MEMBERSHIP INTEREST</u>
Fields Clark Holdings LLC	\$900.00	90%
Kerilee Werder Duffy	\$100.00	10%
TOTALS		100%

FILED
01 APR -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA