

LO1000005613

JAMES MANCUSO & ASSOCIATES, P.A.

555 WINDERLEY PLACE

SUITE 129

MAITLAND, FLORIDA 32751

407-661-1313

FAX 407-661-1310

4/9

April 6, 2001

MJH

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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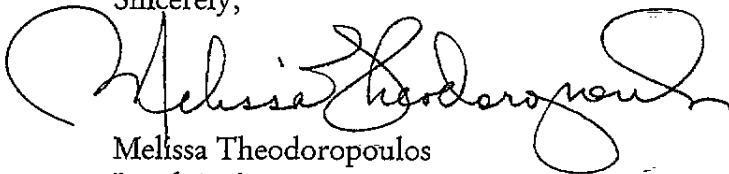
RE: C & D Development, LLC

Dear Sir or Madam:

Enclosed are the original and one (1) copy of the Articles of Organization for Seabrook Homes Central Florida, LLC, and our check in the amount of \$155.00, made payable to the Florida Department of State, for the filing fee, designation of registered agent, and certified copy.

If you have any questions please contact me.

Sincerely,



Melissa Theodoropoulos
Legal Assistant

MT:ss
Enclosures

FILED
01 APR -9 PM 5:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
C & D DEVELOPMENT, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company shall be C & D DEVELOPMENT, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 1100 N. New York Avenue, Winter Park, Florida 32289.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent are:

Carmen Dominguez
1100 N. New York Avenue
Winter Park, Florida 32289

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by the Members. The names and addresses of the initial managing members are:

James E. Cooper
1100 N. New York Avenue
Winter Park, Florida 32289

Carmen Dominguez
1100 N. New York Avenue
Winter Park, Florida 32289

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V
PURPOSE**

The purpose for which the Limited Liability Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VI
DURATION**

The period of duration for the Limited Liability Company shall be perpetual, unless terminated in accordance with the Limited Liability Company's operating agreement or by the consent of the members.

IN WITNESS WHEREOF, the undersigned member has hereunto set his hand and seal this 3 day of April 2001.


Carmen Dominguez

IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS AFFIDAVIT CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.


Carmen Dominguez

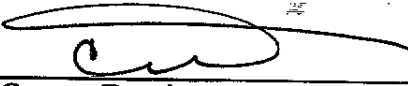
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the limited liability company is C & D DEVELOPMENT, LLC.
2. The name and address of the registered agent and office is:

Carmen Dominguez
1100 N. New York Avenue
Winter Park, Florida 32289

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.



Carmen Dominguez

Date: April 03, 2001