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April 6, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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-04/12/01--01095--012
*****150.00 *****

150.00

Re: Certificate of Conversion and Articles of Organization of
Chaffiot Family Partnership, Ltd.

Dear Sir/Madam:

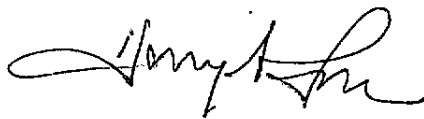
L01-5940

Enclosed find an original and one copy of Certificate of Conversion and Articles of Organization for the above-captioned Limited Liability Company, together with check in the sum of \$150.00 (\$25.00 for the Certificate of Conversion and \$125.00 for the Articles of Organization) to cover your filing fees.

Please stamp the copy of the Certificate of Conversion and Articles of Organization with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,



Harry A. Jones

HAI/re
Enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity formerly doing business as a Limited Partnership hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida Limited Liability Company:

First: The name of the unincorporated business immediately prior to filing this document was:

CHAFFIOT FAMILY PARTNERSHIP, LTD.

Second: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: March 18, 1999
- B. Jurisdiction: Florida
- C. If different from the above-noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A

Third: The name of the Limited Liability Company as set forth in the attached Articles of Organization is:

FOUNTAIN DEVELOPMENT, L.L.C.

IN WITNESS WHEREOF, the undersigned member does make and file this Certificate of Conversion and attached Articles of Organization, hereby declaring and certifying that the facts herein stated are true and hereunto set their hand and seal this 9th day of March, 2001.

General Partner of
Chaffiot Family Partnership,, Ltd.

By: MM Chaffiot

Title: Gen Partner

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TALLAHASSEE FLORIDA

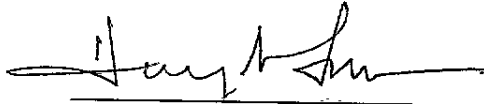
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STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ROBERT R. CHAFFIOT, known to me to be the General Partner of Chaffiot Family Partnership, Ltd., and that he acknowledged executing the foregoing instrument freely and voluntarily under authority duly vested in him by said Partnership. Said person is personally known to me.

9th WITNESS my hand and official seal in the County and State last aforesaid this
day of March, 2001.



Notary Public

My Commission Expires:

Chaffiot-Cert-Conversion



Harry A. Jones
MY COMMISSION # CC615693 EXPIRES
April 12, 2001
BONDED THRU TRICY FAIN INSURANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF FOUNTAIN DEVELOPMENT, L.L.C.**

The undersigned subscriber to these Articles of Organization and intending to form and create a Limited Liability Company pursuant to the statutes of the State of Florida, does hereby state and certify the following:

I.

The name of the Limited Liability Company shall be FOUNTAIN DEVELOPMENT L.L.C.

II.

The mailing address of the Limited Liability Company is: 1802 South Fiske Blvd., Suite 101 Rockledge, FL 32955. The street address of the principal office of the Limited Liability Company is 1802 South Fiske Blvd., Suite 101, Rockledge, FL 32955.

III.

The name and street address of the initial registered agents of the Limited Liability Company in the State of Florida is ROBERT R. CHAFFIOT, 1802 South Fiske Blvd., Suite 101, Rockledge, FL 32955.

IV.

The Limited Liability Company shall be managed by a Board of Managers, consisting of a number not more than five (5) and the activities of the Limited Liability Company shall be conducted as a manager-managed company in accordance with the terms of the Limited Liability Company Operating Agreement.

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TALLAHASSEE FLORIDA

V.

The names and addresses of the Initial Managers of the Limited Liability Company are as follows:

Name	Address
Robert R. Chaffiot	1802 So. Fiske Blvd., Suite 101 Rockledge, FL 32955
Mark K. Chaffiot	1802 So. Fiske Blvd., Suite 101 Rockledge, FL 32955

VI.

The Limited Liability Company shall be initially organized with two (2) members. The name and address of the Initial Members of the Limited Liability Company are:

Name	Address
Robert R. Chaffiot	1802 So. Fiske Blvd., Suite 101 Rockledge, FL 32955
Mark K. Chaffiot	1802 So. Fiske Blvd., Suite 101 Rockledge, FL 32955

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TALLAHASSEE

VII.

The Limited Liability Company shall have the right to add additional members according to the terms of the Limited Liability Company Operating Agreement.

VIII.

This Limited Liability Company shall exist perpetually.

IN WITNESS WHEREOF, the undersigned, in their respective capacities as initial member and initial manager for the purpose of forming a Limited Liability Company under the laws of the State of Florida, do make and file these Articles of Organization, hereby

declaring and certifying that the facts herein stated are true and hereunto set their hands and seal this 9 day of March, 2001.

Initial Members:

By: [Signature]
Robert R. Chaffiot

By: [Signature]
Mark K. Chaffiot

Initial Managers:

By: [Signature]
Robert R. Chaffiot

By: [Signature]
Mark K. Chaffiot

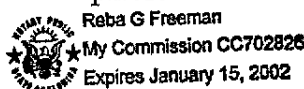
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ROBERT R. CHAFFIOT and MARK K. CHAFFIOT, to me well known to be the persons who executed the foregoing Articles of Organization, and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed, as Initial Members and Initial Managers.

WITNESS my hand and official seal this 9th day of March, 2001.

[Signature]
Notary Public, State of Florida

My Commission Expires:

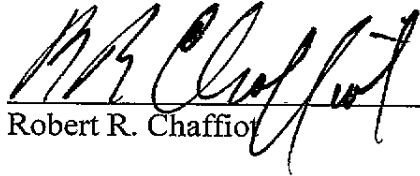


STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
FOUNTAIN DEVELOPMENT, L.L.C.

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby files this statement of the designation and acceptance of the initial registered agent of the Limited Liability Company.

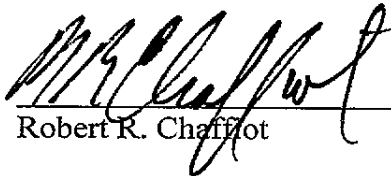
The street address of the initial registered office of this Limited Liability Company is 1802 So. Fiske Blvd., Suite 101, Rockledge, FL 32955, and the name of the initial registered agent of this Limited Liability Company at that address is ROBERT R. CHAFFIOT.

DATED this 9 day of March, 2001.


Robert R. Chaffiot

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of FOUNTAIN DEVELOPMENT, L.L.C. at the initial registered office of the Limited Liability Company at 101 So. Fiske Blvd., Rockledge, FL 32955.


Robert R. Chaffiot

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TALLAHASSEE FLORIDA

Chaffiot-Dev.LLC