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WM. A. OUGHTERSON FREDERICK G. SUNDHEIM, JR WALTER G. WOODS*

* BOARD CERTIFIED REAL ESTATE LAWYER

SANDRA L. SUNDHEIM - STRAUSBAUGH

May 30, 2001

PHONE (561) 287-0660 FAX (561) 287-0422 E-MAIL oswpa@bellsouth.net

Florida Department of State Division of Corporations NEW FILINGS - LIMITED LIABILITY COMPANY P. O. Box 6327 Tallahassee, Florida 32314

Re: WILLOUGHBY CRESCENT, LLC

500/<u>04338205</u>-5 -06/01/01--01077--005 ****155.00 ****155.00

Gentlemen:

Please find enclosed the original and one copy of the proposed Articles of Organization for the above Limited Liability Company.

I also enclose my check payable to your order in the amount of \$155.00--filing fee \$100.00; Registered Agent Designation, \$25.00; and \$30.00 for Certified Copy. If there are any additional charges, please advise.

If everything is in order, I would appreciate your filing the Articles of Organization and sending me a duly certified copy. If this name is not available, please call me at (561) 287-0660, collect.

Sincerely,

Walter G. Woods

WGW/kc Enclosures W-319A

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ARTICLES OF ORGANIZATION

FOR

WILLOUGHBY CRESCENT, LLC

Article I Name

The name of the Limited Liability Company is WILLOUGHBY CRESCENT, LLC

Article II Address

The mailing address and street address of the principal office of the Limited Liability Company is 815 Colorado Avenue, Suite 101, Stuart, Florida 34994.

Article III Duration

The period of duration for the Limited Liability Company shall commence upon the date of execution hereof. The Limited Liability Company shall exist for thirty (30) years from such date unless sooner terminated.

Article IV Management

The Limited Liability Company is to be managed by the members and the name and address of the managing members are:

James C. Morgan, Managing Member 815 Colorado Avenue, Suite 101 Stuart, Florida 34994

Article V Registered Agent, Registered Office, and Registered Agent's Signature

The name and the Florida Street address of the registered agent are:

James C. Morgan 815 Colorado Avenue, Suite 101 Stuart, Florida 34994

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 as registered agent as provided for in Chapter 608, Florida Statutes.

JAMES C. MORGAN, Registered Agent

Article VI Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: The admission of new members shall be solely by majority vote (in interest) by the existing members, or as otherwise provided in the Agreement of Operation or Regulations.

Article VII <u>Members Rights to Continue Business</u>

The right, if given, 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 companies shall be by majority vote of the members.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization of WILLOUGHBY CRESCENT, LLC, effective this 3014 day of May, 2001.

JAMES C. MORGAN Managing Member

STATE OF FLORIDA COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 30 day of May, 2001, by JAMES C. MORGAN, Managing Member, of WILLOUGHBY CRESCENT, LLC, [1] who is personally known or [1] who has produced ______ as identification.

Signature of Notary Public My Commission Expires:

