July 6, 2001

VIA AIRBORNE EXPRESS

Florida Department of State Division of Real Estate 409 E. Gaines St. Tallahassee, FL 32399

Re:

Articles of Organization

Castles Construction & Development

To Whom It May Concern:

Enclosed, please find the Articles of Organization for Castles Construction and Development, LLC for processing. Please forward a stamped copy to this office as soon as possible in the envelope provided.

If you have any questions, please do not hesitate to contact this office.

Sincerely,

CASTLES ON THE GREEN, INC.

Gina M. Richards Administrative Assistant

GMR/me Encl. 500004464495--8 -07/09/01--01074--020 *****125.00 ****125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CASTLES BY THE SEA/CASTLES ON THE GREEN GMAC REAL ESTATETM
16950 Jog Road Delray Beach, FL 33446 Office: 561-638-4010 Fax: 561-638-4664
www.castlesbythesea.com



Fax Audit No.:

ARTICLES OF ORGANIZATION FOR CASTLES CONSTRUCTION AND DEVELOPMENT, LLC a Florida Limited Liability Company

ARTICLE I

The name of the Limited Liability Company is:

Castles Construction and Development, LLC

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is:

16950 Jog Road, Suite 102 Delray Beach, Florida 33446

ARTICLE III

The name and the Florida street address of the registered agent is:

James F. Miller 16950 Jog Road, Suite 102 Delray Beach, Florida 33409

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 becept the appointments 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 as provided for in Chapter 608, Florida Statutes.

James F. Miller

ARTICLE IV

[] The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

James F. Miller

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

James F. Miller

James M./L.

Print Name

Fax Audit No.:

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:

CASTLES CONSTRUCTION AND DEVELOPMENT, LLC

2. The name and Florida street address of the registered agent and office are:

James F. Miller 16950 Jog Road, Suite 102 Delray Beach, Florida 33446

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. If 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 as provided for in Chapter 608, Florida Statutes.

James F. Miller

STATE OF FLORIDA COUNTY OF PALM BEACH

Fax Audit No.:

I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, appeared JAMES F. MILLER to me known to be the person identified herein, personally known to me, and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 6th day of July, 2001.



Huma Maria Richards
Notary Public