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July 25, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Filing of Articles of Organization
WATERCOVE PROPERTIES, L.L.C.

Dear Sirs:

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-07/27/01--01085--001
****160.00 ****160.00

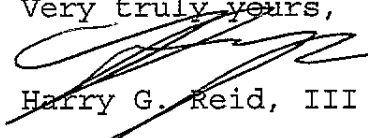
Enclosed please find the original Articles of Organization of Watercove Properties, L.L.C. Also enclosed please find a copy of said Articles of Organization which need to be certified as a certified copy and returned.

Also enclosed please find my account check in the amount of \$160.00 for the following:

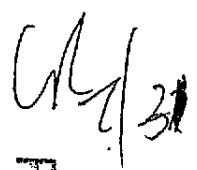
- 1) \$100.00 - Filing Fee for Articles of Organization
- 2) \$ 25.00 - Designating Resident Agent
- 3) \$ 30.00 - Certified Copy of Articles of Organization
- 4) \$ 5.00 - Certificate of Status

I would appreciate your filing the enclosed Articles of Organization and certifying the copy and returning the certified copy to me along with the Certificate of Status at your earliest convenience.

Thank you for your cooperation in this matter.

Very truly yours,

Harry G. Reid, III

HGR/bjm
Enclosures
cc: Watercove Properties

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TALLAHASSEE FLORIDA


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ARTICLES OF ORGANIZATION

OF

WATERCOVE PROPERTIES, L. L. C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be WATERCOVE PROPERTIES, L. L. C., and its principal office and mailing address shall be located at 11007 North 56 Street, Suite 211, Temple Terrace, Florida 33617, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the Limited Liability Company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the Limited Liability Company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or

connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Limited Liability Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. EXERCISE OF POWERS

All Limited Liability Company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the Limited Liability Company by a unanimous vote of the members of the Limited Liability Company.

ARTICLE IV. MANAGEMENT

This limited liability company shall be a manager-managed company and shall be managed by one or more manager(s). The name and address of the person who shall serve until the first annual meeting of members or until his successor is elected and qualified is as follows: Jerry D. Bisset, 11007 North 56 Street, Suite 211, Temple Terrace, FL 33617.

ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI. ADOPTION OF OPERATING AGREEMENT

The company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla.Stat..

ARTICLE VII. AMENDMENTS

The Company reserves the right to amend any provisions of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Limited Liability Company.

ARTICLE VIII. INDEMNIFICATION

Each individual or entity who is or was a member of the Limited Liability Company (and the heirs, executor, personal representatives, administrators, successors, or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit of

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proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company, ("Indemnities"), shall be indemnified and held harmless by the Limited Liability Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Articles, the Indemnities shall also be entitled to have paid directly by the Limited Liability Company the expenses reasonably incurred in defending any such proceeding against such Indemnities, in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Limited Liability Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Limited Liability Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE IX. OPERATING AGREEMENT INITIAL REGISTERED OFFICE AND REGISTERED AGENT

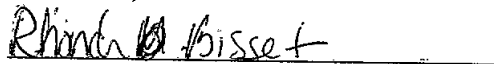
The address of the initial registered office of the Limited Liability Company is 11007 North 56 Street, Suite 211, Temple Terrace, FL 33617, and the name of the company's initial registered agent at that address is Jerry D. Bisset.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA


The undersigned, being original members of the Limited Liability Company, certify that this instrument constitutes the proposed Articles of Organization of WATERCOVE PROPERTIES, L. L. C., and have executed these Articles of Organization as of this 20th day of July, 2001.



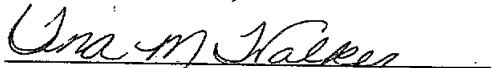
JERRY D. BISSET, Member



RHONDA BISSET, Member



ERON V. WALKER, Member



TINA M. WALKER, Member

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

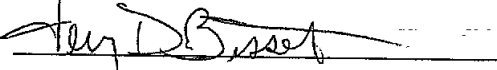
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is WATERCOVE PROPERTIES, L. L. C.

The name of the registered agent for WATERCOVE PROPERTIES, L. L. C. is Jerry D. Bisset and the street address of the company's principal office where the agent is located is 11007 North 56 Street, Suite 211, Temple Terrace, FL 33617.

This statement is to acknowledge that, as indicated above, WATERCOVE PROPERTIES, L. L. C. has appointed me, Jerry D. Bisset, as its registered agent and to accept service of process for the company at the place designated above in this certificate. I hereby accept this 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 as provided for in Chapter 608, Florida Statutes.

Dated this 20th day of July, 2001.



JERRY D. BISSET

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