



ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

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FEDERAL EXPRESS

September 21, 2001

9/24

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

FLORIDA PROPERTY DEVELOPMENT, LLC

Ladies and Gentlemen:

Enclosed herein are the original Articles of Organization on behalf of the captioned limited liability company. Also enclosed is a check in the amount of \$155.00 to cover the required filing and certified copy fees. Please forward the certified copy of the Articles of Organization to me in the enclosed prepaid, self-addressed Federal Express envelope. If you have any questions please call me at (305) 860-7362.

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Sincerely,

Margaret O'D. Ryder
Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FLORIDA PROPERTY DEVELOPMENT, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I. NAME

The name of the limited liability company shall be Florida Property Development, LLC (the "Company").

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company shall be 218 Acadia Terrace, Celebration, Florida 34747.

ARTICLE III. PURPOSES AND POWERS

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

ARTICLE IV. DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Articles.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Michael B. Axman, 2601 Bayshore Boulevard, Miami, Florida 33133.

ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall be permitted to make additional capital contributions to the Company only upon the unanimous consent of all of the members.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. PROFITS AND LOSSES

Profits and losses shall be allocated to the members in proportion to the members' interests in the Company.

ARTICLE IX. TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided that there is at least one remaining member.

ARTICLE X. MANAGEMENT

The Company shall be Manager-managed. The Operating Agreement may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with Florida law or the Articles. The manager of the Company may only be removed upon the vote of 75% of the members of the Company.

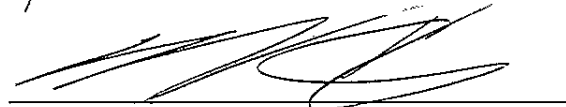
The name and address of the manager of the Company, who shall serve until the first annual meeting of the members or until his successors are duly qualified and elected, is:

Neil Meyers
218 Acadia Terrace
Celebration, Florida 34747

ARTICLE XI. AMENDMENT

The Articles may be amended only by the unanimous consent of all of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization at Miami, Florida, on this 20 day of September, 2001.

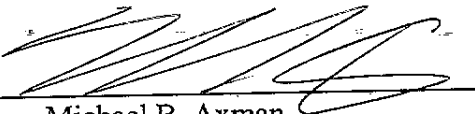


Michael B. Axman,
authorized representative

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Florida Property Development, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

Dated: 9/20, 2001.

By: 
Michael B. Axman

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