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December 18, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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***125.00 ***125.00

Re: Jolly Roger Construction, L.C. L01-22035
Gary L. Tost, O.D., L.C.
Turkey Creek Apartments, L.C.

Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Organization for the above named proposed Liability Companies, together with the Registered Agent Designations. Also enclosed are checks in the amount of \$375.00, representing the filing fee for each company.

Yours truly,

Theodore M. Burt
Theodore M. Burt

TMB/st

Enclosures: Articles of Organization (originals and 1 copy)
Check
Registered Agent Designations

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Prepared by: Burt & Feather, Attorneys at Law
Post Office Box 308
Trenton, Florida 32693

ARTICLES OF ORGANIZATION OF

JOLLY ROGER CONSTRUCTION, L.C.

The undersigned certifies that the person listed in Article III hereinafter desires to form 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. It is further declared 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 JOLLY ROGER CONSTRUCTION, L.C., and its principal office shall be located at 5536 SW 93rd Way, Gainesville, Alachua County, Florida, and its mailing address is 5536 SW 93rd Way, Gainesville, Florida 32608, 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

Purpose 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

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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

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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 along 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

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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 managed by one manager. The name and address of the person who shall serve as manager until his successor is elected and qualified pursuant to and in accordance with the regulations of the limited liability company, is **GARY L. TOST**, whose address is 5536 SW 93rd Way, Gainesville, Florida 32608.

The initial member of this limited liability company is as follows:

GARY L. TOST
5536 SW 93rd Way
Gainesville, Florida 32608

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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

Capital Contributions

Capital contribution in the amount of \$1,000.00 cash shall be paid to the limited liability company by the member. Additional contributions will be made as required for investment purposes.

Article VII

Profits and Losses

A. Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each

member shall be entitled to a distributive share of the profits as follows:

Gary L. Tost 100%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business or the limited liability company, the month and day of the commencement date being January 1, 2002.

B. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business or, if these sources are insufficient to cover such losses, by the members in the following shares.

Gary L. Tost 100%

Article VIII

Duration

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

Article IX

Initial Registered Office and Registered Agent

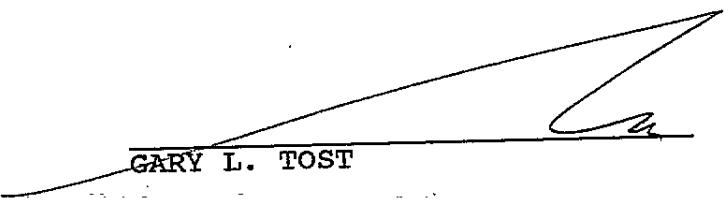
The address of the initial registered office of the limited liability company is 5536 SW 93rd Way, Gainesville, County of Alachua, State of Florida, and the mailing address is 5536 SW 93rd

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Way, Gainesville, Florida 32608, and the name of the company's initial registered agent at that address is GARY L. TOST.


The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of JOLLY ROGER CONSTRUCTION, L.C.

Executed by the undersigned at Gainesville, Florida, on this 7th day of December, 2001.


GARY L. TOST

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 7th day of December, 2001, by GARY L. TOST, on behalf of JOLLY ROGER CONSTRUCTION, L.C., a limited liability company. He is personally known to me.


Susan Thorsen

Notary Public
My Commission Expires:

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Prepared by: Burt & Feather, Attorneys at Law
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First that JOLLY ROGER CONSTRUCTION, L.C. is desiring to be organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, County of Gilchrist, State of Florida has named GARY L. TOST located at 5536 SW 93rd Way, Gainesville, Florida 32608, County of Alachua, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 7th day of December, 2001.

By: _____
GARY L. TOST
Registered Agent

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