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January 3, 2003

VIA OVERNIGHT DELIVERY

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Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Lake Jovita Golf & Country Club, LLC
Lake Jovita Property Management, LLC

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation and Statements Designating Registered Agent and Office for the two above-referenced LLCs. We will appreciate your filing these documents with your office and forwarding the letters of acknowledgement to me at the address set forth above. Enclosed are two firm checks in the amounts of \$125.00 each payable to Division of Corporations to cover the costs of the filing fees for the articles and the designations of registered agent.

If you should have any questions or need anything further, please do not hesitate to contact me.

Sincerely,



Leonard H. Johnson

(signed by secretary to avoid delay)

LHJ/ks

Enclosures

cc: Lake Jovita (Attn: Theresa Miner)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
LAKE JOVITA PROPERTY MANAGEMENT, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company as defined in Section 608.402 of the Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I 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 LAKE JOVITA PROPERTY MANAGEMENT, LLC, and its principal office shall be located at 12900 Lake Jovita Blvd., Dade City, Florida 33525, and its mailing address shall be at 12900 Lake Jovita Blvd., Dade City, Florida 33525, 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
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is located at 37837 Meridian Avenue, Suite 314, Dade City, Florida 33525, and the name of its registered agent at that address is P. HUTCHISON BROCK, II.

ARTICLE III
PURPOSES AND POWERS

The limited liability company may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The limited liability

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company shall have all of the powers vested in a limited liability company organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV **DURATION**

The limited liability company's duration shall be perpetual. Corporate existence shall commence upon filing by the Department of State.

ARTICLE V **MANAGEMENT**

The limited liability company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization.

ARTICLE VI **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by vote of the holders of a majority of the then-outstanding and not returned capital of the limited liability company. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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 the vote of the members holding a majority of the then-outstanding and not returned capital of the company.

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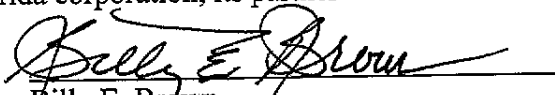
The undersigned, being a member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of LAKE JOVITA PROPERTY MANAGEMENT, LLC.

Executed by the undersigned at Dade City, Florida, on this 27th day of December, 2001.

LAKE JOVITA JOINT VENTURE,
a Florida general partnership

By: Lake Jovita Associates, Inc.
a Florida corporation, its partner

By:

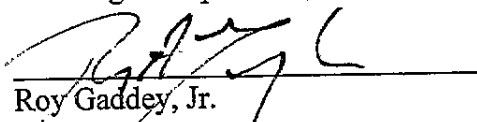

Billy E. Brown
Executive Vice President

By: Lake Jovita Associates Limited
Partnership, a Michigan limited
partnership, its partner

By: Lake Jovita Development, an LLC,
a Michigan limited liability
company, its general partner

By: Pestwick Golf Development, Inc.,
a Michigan corporation, its Manager

By:


Roy Gaddey, Jr.
President

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF PASCO

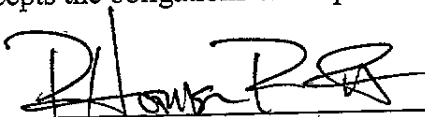
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is LAKE JOVITA PROPERTY MANAGEMENT, LLC.

The name of the registered agent for LAKE JOVITA PROPERTY MANAGEMENT, LLC, is P. HUTCHISON BROCK, and the street address of company's registered office where the agent is located is 37837 Meridian Avenue, Suite 314, Dade City, Florida 33525.

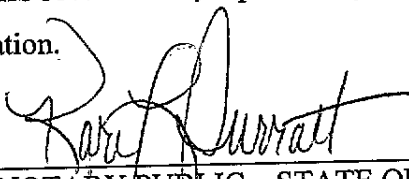
This statement is to acknowledge that, as indicated above, LAKE JOVITA PROPERTY MANAGEMENT, LLC, has appointed P. HUTCHISON BROCK, as its registered agent to accept service of process for the company at the place designated above in this certificate. He accepts this appointment as registered agent, and agrees to act in this capacity. He further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as registered agent.

DATED: January 3, 2002.


P. HUTCHISON BROCK
Registered Agent

The foregoing instrument was acknowledged before me this 3rd day of January, 2002, by P. HUTCHISON BROCK, agent on behalf of LAKE JOVITA PROPERTY MANAGEMENT, LLC, a limited liability company. P. HUTCHISON BROCK, is personally known to me, or produced a Florida driver license as identification.




NOTARY PUBLIC - STATE OF FLORIDA
Kari L. Surratt
Typed/Printed Name of Notary Public

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