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January 18, 2002

Via Federal Express
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-01/22/02-01063-019
****125.00 ****125.00

**Re: Filing of Articles of Organization
CURVE LAKE LANDHOLDINGS, LLC**

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Organization for the aforesaid limited liability company. Also enclosed is our check in the amount of \$125.00 to cover the cost of the filing. Please file the original of the Articles of Organization, stamp the date of filing on the copy and return it to me via Federal Express using the provided airbill and package a.s.a.p.

If you have any questions or if there are any problems, please do not hesitate to contact me.

Sincerely,

K. DiTanna
Kevin DiTanna

KAD/pns

Enclosures:

1. Original Articles of Organization
2. Check in the amount of \$125.00
3. Copy of Articles for return
4. Federal Express Package/Airbill

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
CURVE LAKE LANDHOLDINGS, LLC

The undersigned organizer, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this limited liability company shall be CURVE LAKE LANDHOLDINGS, LLC (hereinafter the "Company").

ARTICLE II - PURPOSE

This Company is organized for the purpose of transacting any or all lawful business in accordance with the laws of Florida as enumerated in the Florida Limited Liability Company Act.

ARTICLE III - DURATION

This Company shall have perpetual existence.

ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE

The mailing and street address and location of the principal offices of the Company shall be 2304 San Jose Circle, Tampa, Florida 33629, but the Company shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Directors.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V - REGISTERED AGENT

The name and street address of the initial registered agent of this Company shall be David K. Maltby, located at 2304 San Jose Circle, Tampa, Florida 33629.

ARTICLE VI - MEMBERSHIP

This Company shall have two (2) Members initially. The names and addresses of the initial members are:

David K. Maltby
2304 San Jose Circle
Tampa, Florida 33629

and

Frank P. Ripa
10149 Fisher Avenue
Tampa, Florida 33619

Additional Members may be admitted to the Company only upon unanimous affirmative vote of all of the then existing Members and upon such terms as may be unanimously agreed upon by such exiting Members in writing. At no time during the existence of this Company shall there ever be less than one Member.

ARTICLE VII - MANAGEMENT

Management of the affairs of this Company is reserved to its Members, unless at such future date the Members unanimously agree in writing to have this Company managed by a Manager or Managers.

ARTICLE VIII - ANNUAL MEETING

The time and place of the annual Members' meeting shall be the 15th day of May of each and

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every year at the principal offices of the Company unless otherwise fixed in the Regulations or by a resolution of the Members, and the Members may waive notice thereof before or after the meeting.

ARTICLE IX - POWERS

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE X - AMENDMENTS

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment hereto by unanimous affirmative vote of all of the Members of the Company at the time of such proposed amendment, and any right conferred upon the Members is subject to this reservation.

ARTICLE XI - CONTINUATION OF EXISTENCE

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Member or Members of the Company shall have a right, by affirmative vote, to continue the existence and business of the Company.

ARTICLE XII - REGULATIONS

The Members shall, after filing these Articles of Organization with the Secretary of State of the State of Florida, execute an Operating Agreement to govern the operation of this Company.

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TALLAHASSEE, FLORIDA

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ARTICLE XIII - CONTRIBUTIONS

The amount of cash, the description and agreed value of other non-cash contributions, and the amount or description of property anticipated to be contributed by the Members shall be addressed in an Operating Agreement to be executed by the Members separate and distinct from these Articles of Organization.

ARTICLE XIV - ADDITIONAL CONTRIBUTIONS

Each Member of the Company shall make additional capital contributions to the Company only upon the unanimous consent of all of the Members.

ARTICLE XV - TAX STATUS

This Company shall be treated as a partnership for federal tax purposes.

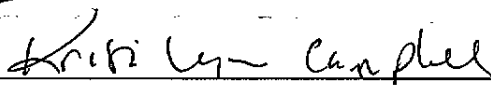
IN WITNESS WHEREOF, the undersigned have hereunto set our hands and seal, acknowledged, and filed the foregoing Articles of Organization under the existing laws of Florida.

By: 
David K. Maltby, Member and Organizer

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17th day of January, 2002, by David K. Maltby, Member / Organizer of Curve Lake Landholdings, LLC, who is personally known to me or who has produced identification. FILE # M431171470840




NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Kristi Lynn Campbell
My Commission Expires:
My Commission No. is:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATEMENT OF ACCEPTANCE
OF APPOINTMENT AS REGISTERED
FOR
CURVE LAKE LANDHOLDINGS, LLC**

Having been named in the Articles of Organization of

CURVE LAKE LANDHOLDINGS, LLC

as Registered Agent to accept service of process for the aforesaid company at its registered office at 2304 San Jose Circle, Tampa, Florida 33629, the undersigned does hereby agree to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties, including those duties and obligations specified in the Florida Limited Liability Company Act.

By: _____

David K. Maltby, Registered Agent

DATE: _____

1/17/02

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 17th day of January, 2002, by David K. Maltby, Member/Organizer of Curve Lake Landholdings, LLC, who is personally known to me or who has produced identification. FL DL n431 171 470870



NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Kristi Lynn Campbell

My Commission Expires:

My Commission No. is:

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TALLAHASSEE, FLORIDA