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ROBERT M. GARDNER, P.A.
OF COUNSEL TO
O'Neill, Liebman & Cooper, P.A.

April 25, 2002

Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Merger of Condev Homes Corp. and Condev Corporation
Our File No. 56-021

600005361726--6
-04/29/02--01013--009
****242.50 ****155.00

Dear Sir or Madam:

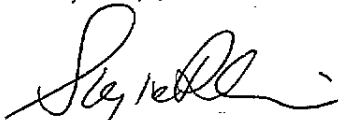
Please find enclosed the following documents:

1. Articles of Organization for Condev Homes, LLC.;
2. Letter from Condev Homes Corp. granting permission for use of name;
3. Articles of Merger of Condev Homes Corp. with and into Condev Corporation; and
4. Check for \$242.50.

Please file the new limited liability company (Condev Homes, LLC) and provide a certified copy of the record. Next, please file the Merger and provide two (2) certified copies to this office. We have enclosed our check No. 6512 for the requisite amount, as well as a stamped, self-addressed envelope for the return of the documents and a fee sheet enumerating the appropriate fees.

Thank you for your assistance. Should you have any questions, please do not hesitate to give me a call.

Very truly yours,


Suzie De Covic
Legal Assistant

Enclosure

ROBERT M. GARDNER, P.A.
2699 Lec Road, Suite 320
Winter Park, Florida 32789
Telephone (407) 647-9550 Facsimile (407) 647-9554

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION FOR
CONDEV HOMES, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:
CONDEV HOMES, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

2479 ALOMA AVENUE, WINTER PARK, FL 32792

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

ROBERT M. GARDNER
2699 LEE ROAD, SUITE 320, WINTER PARK, FL 32789

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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, F.S.


ROBERT M. GARDNER


ROBERT M. GARDNER

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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