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REPLY TO:
P.O. BOX 4195
SARASOTA, FLORIDA 34230

May 31, 2002

Via Federal Express

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

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-06/03/02--01095--008
*****125.00 *****125.00

Re: Southernmost Sandcastle, L.L.C.

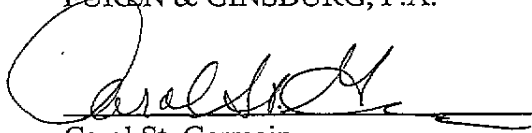
Dear Sir/Madam:

Enclosed please find the Articles of Organization for Southernmost Sandcastle, L.L.C., in duplicate, for filing together with our check in the amount of \$125.00 representing your filing fee. Please furnish us with the duplicate original and the proof of filing, at your earliest convenience.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.


Carol St. Germain,
Legal Assistant to Robert E. Messick

Enc.

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02 JUN -3 AM 11:29
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
SOUTHERNMOST SANDCASTLE, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be SOUTHERNMOST SANDCASTLE, L.L.C. ("Company").

ARTICLE II -- PURPOSE AND POWER

The purpose for which the Company is organized is to own, operate and manage property, real personal and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the managers of the Company.

ARTICLE III -- MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company shall be 3420 Gulfmead Drive, Sarasota, Florida 34242.

ARTICLE IV -- INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the registered agent of the company in the State of Florida is Robert E. Messick, Esquire, 2033 Main Street, Suite 600, Sarasota, Florida 34237.

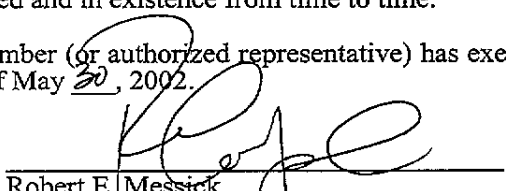
ARTICLE V -- MANAGEMENT

The Company is to be a manager-managed company.

ARTICLE VI -- OPERATING AGREEMENT

The Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, the Operating Agreement of the Company, as amended and in existence from time to time.

IN WITNESS WHEREOF, the undersigned member (or authorized representative) has executed these Articles of Organization at Sarasota, Florida, as of May 20, 2002.


Robert E. Messick
Member or Authorized Representative

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY DESCRIBED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the limited liability company is: SOUTHERNMOST SANDCASTLE, L.L.C.
2. The name and address of the registered agent and office is:

Robert E. Messick, Esquire
2033 Main Street - Suite 600
Sarasota, Florida 34237

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 as registered agent.


(Signature)

5-30-02
(Date)

FILED
02 JUN -3 AM 11:12
SOUTHERNMOST SANDCASTLE, L.L.C.
TALAMON, FLORENCE