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*LLC*

1.) *Pine Hills Estates Development, LLC*  
(CORPORATE NAME & DOCUMENT #)

2.)  
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DIVISION OF CORPORATION

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SPECIAL INSTRUCTIONS

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**ARTICLES OF ORGANIZATION  
OF  
PINE HILLS ESTATES DEVELOPMENT, LLC.**

The undersigned, for the purpose of forming a limited liability company under 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 will be PINE HILLS ESTATES DEVELOPMENT, LLC.

**ARTICLE II-PURPOSE**

This limited liability company is being created for the purpose of developing land for a residential community and any other legal purposes, which shall be permitted by the State of Florida, or any other purpose authorized by the State of Florida.

**ARTICLE III-ADDRESS**

The mailing address and street address of the principal office of the company shall be: 3909 Northampton Way, Tampa, Florida 33624.

**ARTICLE IV-DURATION**

The company shall commence its existence on the date there articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

**ARTICLE V-REGISTERED OFFICE AND AGENT**

Then name and address of the registered agent of the company in the State of Florida is; Richard F. Locky, 3909 Northampton Way, Tampa, Florida 33621.

**ARTICLE VI-CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company.

**ARTICLE VII-ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall made additional capital contributions to the company only on the unanimous consent of all the members.

**ARTICLE VIII-ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written

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consent of all the members of the company and on such terms and conditions as shall be determined by all members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve the proposed transfer by unanimous written consent.

#### ***ARTICLE IX-TERMINATION OF EXISTENCE***

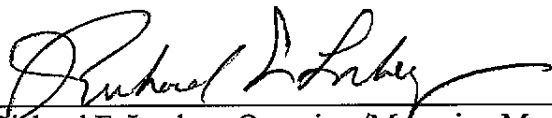
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all remaining members, provided there are at least two remaining members.

#### ***ARTICLE X-MANAGEMENT***

The company shall be managed by one or more managers in accordance with regulations adopted by the managers 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. The power to alter, amend, or revoke the regulations shall be vested in the managers. The name and address of the initial managing member of the company is:

Richard F. Lockey  
3909 Northampton Way  
Tampa, Florida 33624

***IN WITNESS WHEREOF***, the undersigned organizers have made and subscribed these articles of organization at Tampa, Florida, on this 29 day of August, A.D., 2002.

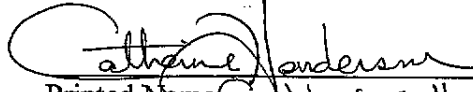
  
Richard F. Lockey, Organizer/Managing Member

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STATE OF FLORIDA  
COUNTY OF Hillsborough

Sworn to (or affirmed) and subscribed before me this 29 day of August, A.D., 2002, by  
Richard F. Lockey, who is personally known to me or who produced  
identification.

  
Printed Name Catherine Henderson



Catherine G. Henderson  
Commission # DD 014876  
Expires April 2, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

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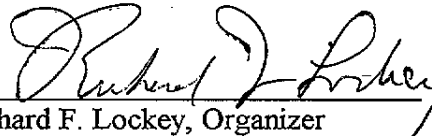
***CERTIFICATION OF DESIGNATION  
OF REGISTERED AGENT AND REGISTERED OFFICE***

Pursuant of the provisions of Section 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; PINE HILLS ESTATES DEVELOPMENT, LLC.

The name of the registered agent is; Richard F. Lockey, 3909 Northampton Way, Tampa, Florida 33624.

Dated this 29 day of August, A.D., 2002.

By:   
Richard F. Lockey, Organizer

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.

Dated this 29 day of August, A.D., 2002.

  
Richard F. Lockey, Registered Agent

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