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ACCOUNT NO. : 072100000032

REFERENCE : 877788 7362026

AUTHORIZATION : *Patricia Pigante*

COST LIMIT : \$ 125.00

ORDER DATE : January 2, 2003

ORDER TIME : 1:30 PM

ORDER NO. : 877788-001

CUSTOMER NO: 7362026

CUSTOMER: Mr. Allan Burkes
Mr. Allan Burkes

71 Bay Circle Drive

Santa Rosa Beac, FL 32459

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DOMESTIC FILING

NAME: TERRASOUTH PROPERTIES LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

TERRASOUTH PROPERTIES LLC

ARTICLE II - Address:

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

71 BAY CIRCLE, SANTA ROSA BEACH, FLORIDA 32459

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

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

CORPORATION SERVICE COMPANY
Name
1201 HAYS STREET
Florida street address (P.O. Box **NOT** acceptable)
TALLAHASSEE, FL 32301
City, State, and Zip

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TALLAHASSEE, FLORIDA

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.

CORPORATION SERVICE COMPANY

By:

Deborah D. Skipper

Registered Agent's Signature

Deborah D. Skipper
Asst. V. Pres

(An additional article must be added if an effective date is requested)

Deborah D. Skipper
Signature of a member or an authorized representative of a member.

(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.)

DEBORAH D. SKIPPER

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

TERRASOUTH PROPERTIES LLC

Allan Burkes - MRGM
71 Bay Circle Drive
Santa Rosa Beach, FL 32459

Ralph Pickett - MRGM
379 Carrera Drive
Mill Valley, CA 94941

John Sikora - MRGM
95 Vallejo Street, #404
San Francisco, CA 94123

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TALLAHASSEE, FLORIDA

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of TERRASOUTH PROPERTIES LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 4th day of JANUARY, 2003.

Allen Burkes

Signature

ALLAN BURKES

Print Name of Signer

WITNESS:

Stafford Von Hoene

Signature

STAFFORD VON HOENE

Print Name of Witness

WITNESS:

Victoria Petersen

Signature

Victoria Petersen

Print Name of Witness

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