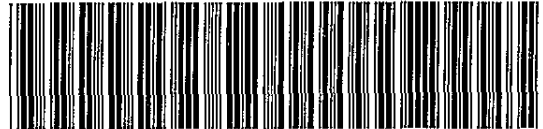


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Feb. 27, 2003

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STEVEN A. WEINBERG

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Heartwood Homes, L.L.C.
Our File: 8588.001

Dear Sir/Madam:

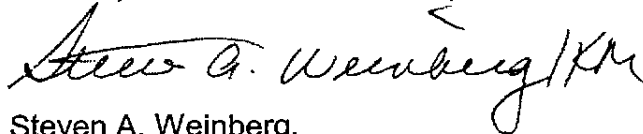
Enclosed please find the original Articles of Organization of Heartwood Homes, L.L.C. along with a copy thereof.

Please file the enclosed Articles at your earliest convenience and I am providing my firm's check in the amount of \$125.00 representing the filing fee required to file the enclosed Articles of Organization.

If you have any questions with respect to this request, please do not hesitate to contact me.

Sincerely,

FRANK, WEINBERG & BLACK, P.L.



Steven A. Weinberg,

SAW/km

Div. Corp.ltr

ARTICLES OF ORGANIZATION

OF

HEARTWOOD HOMES, L.L.C.

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TALLAHASSEE, FLOR

ARTICLE I

NAME

The name of the Limited Liability Company is: HEARTWOOD HOMES, L.L.C.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and the street address of the principal address of the Limited Liability Company is: c/o 7805 S.W. 6th Court, Plantation, Florida 33324.

ARTICLE III

INITIAL REGISTERED AGENT AND OFFICE

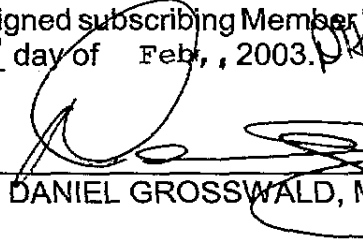
The name of the initial registered agent of this company is: Steven A. Weinberg, Esquire. The street address of the initial registered office of the Limited Liability Company in the State of Florida is: c/o Frank, Weinberg & Black, P.L., 7805 S.W. 6th Court, Plantation, Florida 33324.

ARTICLE IV

MANAGEMENT

The Limited Liability Company is to managed by one or more managers and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned subscribing Member has executed these Articles of Organization effective this 27 day of Feb., 2003.


DANIEL GROSSWALD, Member

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TALLAHASSEE, FLORIDA


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company 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: HEARTWOOD HOMES, L.L.C.
2. The name and address of the registered agent and office is:

Steven A. Weinberg, Esquire
c/o Frank, Weinberg & Black, P.L.
7805 S.W. 6th Court
Plantation, Florida 33324

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: Feb. 27, 2003 


STEVEN A. WEINBERG