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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Morrison & Mills, P.A.

ATTORNEYS AT LAW
1200 WEST PLATT STREET
SUITE 100
TAMPA, FLORIDA 33606

THOMAS K. MORRISON
FREDERICK J. MILLS
KEVIN A. DiTANNA
BRIAN D. TREBY

TELEPHONE (813) 258-3311
TELECOPIER (813) 258-3209

May 6, 2003

Via U.S. Mail
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

**Re: Filing of Articles of Organization
BRIGHTON BAY VILLAGE I, LLC**

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Organization for the aforesaid limited liability company. Also enclosed is a check in the amount of \$125.00 to cover the cost of the filing. Please file the original of the Articles of Organization, stamp the date of filing on the copy and return it to me via U.S. Mail using the provided self addressed stamped envelope as soon as possible.

If you have any questions or if there are any problems, please do not hesitate to contact me.

Sincerely,

K. DiTanna

Kevin DiTanna

KAD/pns

Enclosures:

1. Original Articles of Organization
2. Check in the amount of \$125.00
3. Copy of Articles for return
4. Self Addressed Stamped Envelope

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
BRIGHTON BAY VILLAGE I, LLC

The undersigned organizer, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this limited liability company shall be BRIGHTON BAY VILLAGE I, LLC
(hereinafter the "Company")

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TALLAHASSEE, FLORIDA

ARTICLE II - PURPOSE

This Company is organized for the purpose of transacting any or all lawful business in accordance with the laws of Florida as enumerated in the Florida Limited Liability Company Act.

ARTICLE III - DURATION

This Company shall have perpetual existence.

ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE

The mailing and street address and location of the principal offices of the Company shall be 2101 West Platt Street, Suite 200, Tampa, Florida 33606, but the Company shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Members.

ARTICLE V - REGISTERED AGENT

The name and street address of the initial registered agent of this Company shall be Frederick J. Mills, Esquire, of Morrison & Mills, P.A., at 1200 W. Platt Street, Suite 100, Tampa, Florida 33606.

ARTICLE VI - MEMBERSHIP

This Company shall have four (4) Members initially. The names and addresses of the initial members are:

LIST PROPERTIES, LLC
2101 West Platt Street
Suite 200
Tampa, Florida 33606

TIMOTHY OCKENDEN
Consejo Shores
Island View, Landing Lane #35
Corozel, Belize

LIST DEVELOPERS LLC
2101 West Platt Street
Suite 200
Tampa, Florida 33606

ALDUX, INC.
2745 Westchester Drive
Clearwater, Florida 33761

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TALLAHASSEE, FLORIDA

Additional Members may be admitted to the Company only upon unanimous affirmative vote of all of the then existing Members and upon such terms as may be unanimously agreed upon by such exiting Members in writing. At no time during the existence of this Company shall there ever be less than one Member.

ARTICLE VII - MANAGEMENT

Management of the affairs of this Company is reserved to a Managing Member, unless at such future date, the Members unanimously agree in writing to have this Company managed by its Members.

ARTICLE VIII - ANNUAL MEETING

The time and place of the annual Members' meeting shall be the 15th day of May of each and every year at the principal offices of the Company unless otherwise fixed in the Regulations or by a resolution of the Members, and the Members may waive notice thereof before or after the meeting.

ARTICLE IX - POWERS

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE X - AMENDMENTS

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment hereto by unanimous affirmative vote of all of the Members of the Company at the time of such proposed amendment, and any right conferred upon the Members is subject to this reservation.

ARTICLE XI - CONTINUATION OF EXISTENCE

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Member or Members of the Company shall have a right, by affirmative vote, to continue the existence and business of the Company.

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TALLAHASSEE, FLORIDA

ARTICLE XII - REGULATIONS

At a later date, the Members, if they so choose, shall adopt Regulations or an Operating Agreement to govern the operation of this Company. The Regulations or Operating Agreement may thereafter be repealed or altered only upon affirmative vote of all of the Members of the Company at the time of such proposed amendment.

ARTICLE XIII - CONTRIBUTIONS

The amount of cash, the description and agreed value of other non-cash contributions, and the

amount or description of property anticipated to be contributed by the Members shall be addressed, if at all, in the Regulations or Operating Agreement.

ARTICLE XIV - ADDITIONAL CONTRIBUTIONS

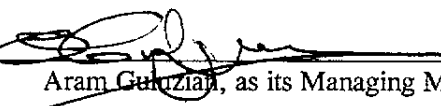
Each Member of the Company shall make additional capital contributions to the Company only upon the unanimous consent of all of the Members.

ARTICLE XV - TAX STATUS

This Company shall be treated as a partnership for federal tax purposes.

IN WITNESS WHEREOF, the undersigned has hereunto set his hands and seal, acknowledged, and filed the foregoing Articles of Organization under the existing laws of the State of Florida.

LIST PROPERTIES, LLC

By: 
Aram Guluzian, as its Managing Member

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 14th day of May, 2003, by Aram Guluzian, who is personally known to me or who has produced identification.


NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Paul M. Sutter

My Commission Expires:

My Commission No. is:

**STATEMENT OF ACCEPTANCE
OF APPOINTMENT AS REGISTERED
FOR
BRIGHTON BAY VILLAGE I, LLC**

Having been named in the Articles of Organization of BRIGHTON BAY VILLAGE I, LLC to act as Registered Agent to accept service of process for the aforesaid company at the registered office located at Morrison & Mills, P.A. at 1200 West Platt Street, Tampa, Florida 33606, the undersigned does hereby agree to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties, including those duties and obligations specified in the Florida Limited Liability Company Act.

By: Frederick J. Mills
Frederick J. Mills, Registered Agent

DATE: May 7, 2003.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 7th day of May, 2003, by Frederick J. Mills, Esq. who is personally known to me or who has produced identification.

Barth N. Suter
NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Barth N. Suter

My Commission Expires:

My Commission No. is: