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OUR FILE NO:
31114

May 19, 2003

REGISTRATION DEPARTMENT
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

Re: WINDWARD PALMS PROPERTIES, L.L.C.

Gentlemen:

Please find enclosed to be filed an original and 1 copy of the Articles of Organization regarding the above-styled limited liability company.

Also enclosed is our check in the amount of \$125.00 for your filing fee.

Thank you for your cooperation and assistance in this matter.

Cordially yours,

Cricket Hudson

Cricket Hudson
Legal Assistant

/cmh

Enclosures

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**ARTICLES OF ORGANIZATION
OF
WINDWARD PALMS PROPERTIES, L.L.C.**

In accordance with Florida Statute §608.407, the undersigned execute these Articles of Organization for the purpose of organizing a limited liability company upon the following terms and conditions:

A. The name of the limited liability company is WINDWARD PALMS PROPERTIES, L.L.C.

B. The mailing address and the street address of the principal office of the limited liability company is 6706 Windward Palms Court, Lake Wales, FL 33898.

C. The name and street address of the limited liability company's initial registered agent for service of process in the state is CHARLES EDGINGTON, 6706 Windward Palms Court, Lakes Wales, FL 33898.

D. The limited liability company will not have a manager. The limited liability company will be member managed.

E. In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these paragraphs to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these paragraphs; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political

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or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these paragraphs and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these paragraphs, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regard as independent purposes and powers.

Nothing contained in these paragraphs shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

F. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This paragraph may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

G. Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be

determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

IN WITNESS WHEREOF the undersigned, consisting of all the members of the limited liability company, affix their hands and seals to these Articles of Organization this 9th day of May 2003.

Charles Edgington
CHARLES EDGINGTON

Dale Hegland
DALE HEGLAND

David Reid
DAVID REID

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 11th day of May, 2003, by CHARLES EDGINGTON and DALE HEGLAND, who have produced a Florida driver's license as identification or who are personally known to me.

Elsie Hudson
NOTARY PUBLIC



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STATE OF NEW YORK
COUNTY OF Chautauque

The foregoing instrument was acknowledged before me this 13th day of May, 2003, by DAVID REID, who has produced a Drivers License as identification or who is personally known to me.

Sharon A. Bottita

NOTARY PUBLIC

SHARON A. BOTTITA #01804988198
Notary Public, State of New York
Qualified in Chautauque County
My Commission Expires 11-4-05

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.


CHARLES EDGINGTON
REGISTERED AGENT'S SIGNATURE

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