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(954) 462-9500

July 18, 2003

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Cannon Ranch - Florida, LLC

Dear Sir or Madam:

Enclosed are the original of the Articles of Organization of Cannon Ranch - Florida, LLC, and Statement Designating Registered Agent and Office. Please have the enclosed filed with the Florida Secretary of State, Division of Corporations, and return a certified copy of record of same to the attention of the undersigned at the Tampa, Florida address referenced in the above letterhead.

Also enclosed please find our firm check in the amount of \$155.00 which represents payment of the following:

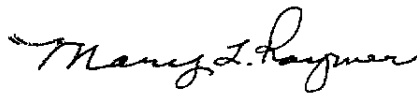
Filing Fee-Florida Articles of Organization	\$100.00
Registered Agent Designation	25.00
Certified Copy of Record	<u>30.00</u>
TOTAL	\$155.00

FILED
03 JUL 22 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
July 18, 2003
Page 2

Thank you for your assistance in this matter. Should you have any questions regarding the enclosed, please call me collect at (813)222-5030 rather than returning the unfiled Articles of Organization.

Sincerely,



Mary L. Raymer
Legal Assistant

LJB:mr
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
CANNON RANCH - FLORIDA, LLC,
a Florida limited liability company

The following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company (hereinafter referred to as the "Company").

ARTICLE I

NAME

The name of the Company shall be CANNON RANCH - FLORIDA, LLC.

ARTICLE II

PRINCIPAL OFFICE AND PLACE OF BUSINESS

The mailing address and street address of the principal office and place of business of the Company is 401 East Jackson Street, Suite 2200, Tampa, Florida 33602, Attn: Lawrence J. Bailin.

ARTICLE III

MANAGEMENT

All powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed by, the Manager of the Company. The name and address of the Manager of the Company is as follows:

New Cities Land Company, Inc.
100 Pasadera Drive
Monterey, California 93940
Attn: Lee E. Newell

ARTICLE IV

DURATION

The Company shall exist until December 31, 2025, unless it is earlier dissolved in a manner provided by law or as provided in the Operating Agreement adopted by the members.

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03 JUL 22 AM 10
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TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is 401 East Jackson Street, Suite 2200, City of Tampa, County of Hillsborough, State of Florida, and the name of the Company=s initial registered agent at that address is Lawrence J. Bailin.

The undersigned, being one of the original Members of the Company, certifies that this instrument constitutes the Articles of Organization of CANNON RANCH - FLORIDA, LLC.

Executed by the undersigned at Tampa, Florida, on July 17, 2003.

New Cities Land Company, Inc., a California corporation

By: 
Lee E. Newell, President

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7/17/03

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED
AGENT AND OFFICE

State of Florida)
)ss
County of Hillsborough)

Pursuant to the provisions of Sections 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 CANNON RANCH - FLORIDA, LLC.

The name of the registered agent for CANNON RANCH - FLORIDA, LLC, is Lawrence J. Bailin and the street address and mailing address of the company's registered office where the registered agent is located is 401 East Jackson Street, Suite 2200, Tampa, Florida 33602.


This statement is to acknowledge that, as indicated above, CANNON RANCH - FLORIDA, LLC, has appointed me, Lawrence J. Bailin, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 July 17, 2003.

CANNON RANCH - FLORIDA, LLC,
a Florida limited liability company

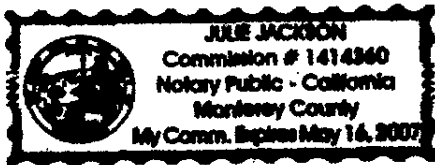
By: New Cities Land Company, Inc., a California
corporation, as Member of CANNON RANCH -
FLORIDA, LLC,

By: 
Lee E. Newell, President


Lawrence J. Bailin, as Registered Agent of CANNON
RANCH - FLORIDA, LLC

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 17 day of July, 2003, by Lee E. Newell, as President of New Cities Land Company, Inc., a California corporation, as member on behalf of CANNON RANCH - FLORIDA, LLC, a Florida limited liability company. He is personally known to me or has produced _____ as identification.



Julie Jackson
Printed Name: Julie Jackson
Notary Public
Serial Number (if any): _____

My Commission Expires: May 16, 2007

(NOTARY SEAL)

The foregoing instrument was acknowledged before me this 18 day of July, 2003, by LAWRENCE J. BAILIN, as Registered Agent of CANNON RANCH - FLORIDA, LLC, a Florida limited liability company. He is personally known to me.

Mary L. Raymer
Printed Name: _____
Notary Public
Serial Number (if any): _____

My Commission Expires: _____

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(NOTARY SEAL)

