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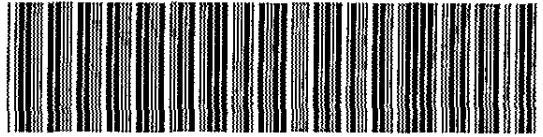
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J. BRYAN & ASSOCIATES
TALLAHASSEE, FLORIDA

J. BRYAN AUG 22 2003

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August 15, 2003

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

By Federal Express

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Homes to Die For, LLC

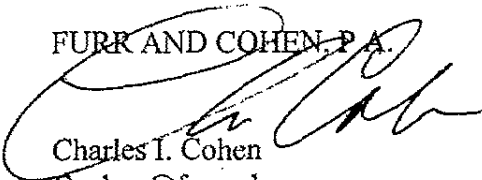
Gentlemen:

Enclosed please find Articles of Organization and Designation of Registered Agent, along with my firm's check in the amount of \$160.00 for the filing fee, designation and certified copy and certificate of status.

If you have any questions, please contact the undersigned.

Very truly yours,

FURR AND COHEN, P.A.


Charles I. Cohen

Ccohen@furrcohen.com

Enclosure
CIC/mam

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**ARTICLES OF ORGANIZATION
OF
HOMES TO DIE FOR, L.L.C.**

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CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned initial member of Homes to Die for, L.L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: Homes to Die for, L.L.C.

Article II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon filing, and shall continue until December 31, 2044, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of the Company is: 8809 Twin Lake Drive, Boca Raton, FL 33496.

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is: 8809 Twin Lake Drive, Boca Raton, FL 33496.

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT'S ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be: Leland Morris, 8809 Twin Lake Drive, Boca Raton, FL 33496.

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such

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TALLAHASSEE, FLORIDA

assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as manager until the first annual meeting of the members or until its successors are elected and qualify.

Leland Morris
8809 Twin Lake Drive
Boca Raton, FL 33496

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

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TALLAHASSEE FLORIDA

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial members have executed the foregoing Articles of Organization as of this 15 day of August, 2003.

INITIAL MEMBER:

By: 
Leland Morris

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BUREAU OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act: Leland Morris, 8809 Twin Lake Drive, Boca Raton, FL 33496.

Having been appointed registered agent of Homes to Die for, L.L.C. in its articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.



Leland Morris

Dated: 8/15/03

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ORGANIZATION CORPORATION
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

The Corporation desires to organize under the laws of the State of Florida with its office as indicated in the Articles of Incorporation located at 8809 Twin Lake Drive, Boca Raton, FL 33496, appoints Leland Morris, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relating to keeping open said office.



Leland Morris
Registered Agent

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA