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03 SEP 11 PM 2:50

SECRETARY
TALLAHASSEE, FLORIDA

9/15/03
[Signature]



LAW OFFICES OF
STADLER & HARRIS, P.A.

Richard E. Stadler
Elizabeth Siano Harris
Of Counsel
Katherine Wyatt
Paralegal

September 10, 2003

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Organization
SERENO POINTE, L.L.C.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Organization for SERENO POINTE, L.L.C.. In addition, my check in the amount of \$155.00 is enclosed to cover the following fees:

| | |
|----------------------|--------------|
| Filing Fee | \$100.00 |
| Certified Copy | 30.00 |
| Registered Agent Fee | <u>25.00</u> |
| Total | \$155.00 |

Please file the original Articles of Organization and return a certified copy to the undersigned in the enclosed envelope.

I thank you in advance for your prompt assistance.

Very truly yours,

Richard E. Stadler

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
SERENO POINTE, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be **SERENO POINTE, L.L.C.**
2. Duration/Continuation. The period of this company's duration shall be perpetual unless terminated by the unanimous written agreement of all members or by 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, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. Address. The mailing and street address of the company is **605 S. Palm Avenue, Titusville, FL 32796.**
4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: **MICHELLE NEAL, 605 S. Palm Avenue, Titusville, FL 32796.**
5. Members: The name and address of the incorporating members of the company are as follows:
- DONN MOUNT (HM2 Corporation) (20%) P.O. Box 5610, Titusville, FL 32783
MICHELLE NEAL (10%) 605 South Palm Avenue, Titusville, FL 32796
TONY SCRUGGS (A.K. Scruggs & Associates) (20%) 4317 Landmark Drive Orlando, FL 32817
T. R. RUTA (Horizon Resorts, Inc.) (20%) P.O. Box 6295 Titusville, FL 32782
ANTHONY POTEET (Poteet Custom Homes, Inc.) (10%) 605 S Palm Avenue, Titusville, FL 32796
JOHN RUTA (10%) 1836 Woodward Street Orlando, FL 32803
ROD BAKER (10%) 2081 London Town Lane Titusville, FL 32796
6. Admission of Additional Members and Terms and Conditions of such Admissions: Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.
7. Right to Continue Business. The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

8. Management of Company. The business of the Company is reserved to the members. The names and addresses of the managerial members are:

DONN MOUNT
T. R. RUTA

9. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members.

10. Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this 3rd day of September, 2003.

HM2 CORPORATION


DONN MOUNT, Vice President


MICHELLE NEAL

A.K. SCRUGGS & ASSOCIATES


TONY SCRUGGS, President

POTEET CUSTOM HOMES, INC.


ANTHONY POTEET, President


JOHN RUTA


ROD BAKER

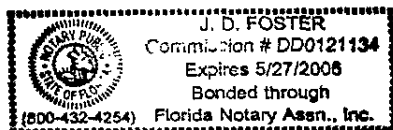
HORIZON RESORTS, INC.


T. R. RUTA, Owner

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03 SEP 11 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared DONN MOUNT, as Vice President of HM2 CORPORATION, a Florida Corporation, who is personally known to me or who produced his driver's license for identification, and who took an oath and executed the foregoing Articles of Organization and acknowledged before me that he executed the same, this 3rd day of September, 2003.



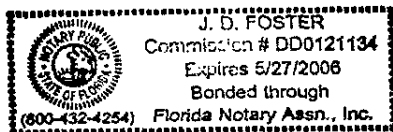
(SEAL)

J. D. Foster
Notary Public

My Commission Expires: 5-27-06

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared MICHELLE NEAL who is personally known to me or who produced her driver's license for identification, and who took an oath and executed the foregoing Articles of Organization and acknowledged before me that she executed the same, this 3rd day of September, 2003.



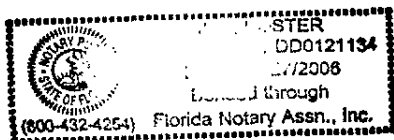
(SEAL)

J. D. Foster
Notary Public

My Commission Expires: 5-27-06

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared TONY SCRUGGS, as President of A.K. SCRUGGS & ASSOCIATES, who is personally known to me or who produced his driver's license for identification, and who took an oath and executed the foregoing Articles of Organization and acknowledged before me that he executed the same, this 3rd day of September, 2003.



(SEAL)

J. D. Foster
Notary Public

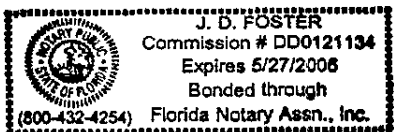
My Commission Expires: 5-27-06

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CLERK OF COURT
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared ANTHONY POTEET, as President of POTEET CUSTOM HOMES, INC., a Florida Corporation, who is personally known to me or who produced his driver's license for identification, and who took an oath and executed the foregoing Articles of Organization and acknowledged before me that he executed the same, this 3rd day of September, 2003.



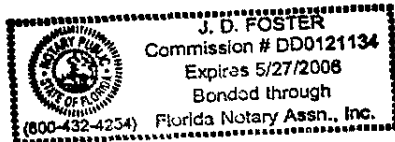
(SEAL)

J. D. Foster
Notary Public

My Commission Expires: 5-27-06

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared JOHN RUTA who is personally known to me or who produced his driver's license for identification, and who took an oath and executed the foregoing Articles of Organization and acknowledged before me that he executed the same, this 3rd day of September, 2003.



(SEAL)

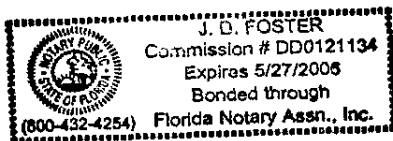
J. D. Foster
Notary Public

My Commission Expires: 5-27-04

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03 SEP 11 PM 2:51
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared ROD BAKER who is personally known to me or who produced his driver's license for identification, and who took an oath and executed the foregoing Articles of Organization and acknowledged before me that he executed the same, this 3rd day of September, 2003.



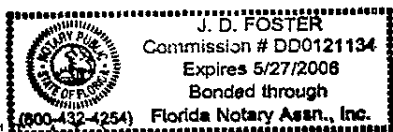
(SEAL)

J. D. Foster
Notary Public

My Commission Expires: 5-27-04

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared T. R. RUTA, as Owner of HORIZON RESORTS, INC., a Florida corporation, who is personally known to me or who produced his driver's license for identification, and who took an oath and executed the foregoing Articles of Organization and acknowledged before me that he executed the same, this 3rd day of September, 2003.



(SEAL)

J. D. Foster
Notary Public

My Commission Expires: 5-27-04

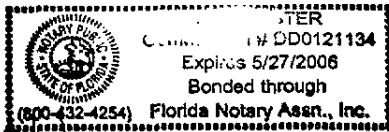
ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company, 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

Michelle Neal
MICHELLE NEAL

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared MICHELLE NEAL who was personally known to me or who produced her Florida driver's license for identification, and who took an oath and executed the foregoing Acceptance of Registered Agent and acknowledged before me that she executed the same, this 3rd day of September, 2003.



(SEAL)

[Signature]

Notary Public, State of Florida

My Commission Expires: 5-27-06

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA