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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Bridgetown Development, LLC

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SECRETARY OF STATE
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JB
9-22-03

Hopping Green & Sams

Attorneys and Counselors

Writer's Direct Dial No.:
(850) 425-2342

September 25, 2003

VIA HAND DELIVERY

Ms. Karen Beyer
Bureau Chief
Department of State
409 E. Gaines Street, Firestone Building
Tallahassee, Florida

Re: Bridgetown Development, LLC

Dear Ms. Beyer:

We are assisting Bridgetown Development, LLC ("BDI"), a Florida limited liability company ("LLC"), with matters pertaining to its filing for registration as an LLC in May 2003. In that month, BDI electronically filed its articles of organization ("Articles") and the registered agent for service of process form ("RA form") with the Division of Corporations ("Division"). These documents constituted a filing made in substantial compliance with the requirements of s. 608.407, F.S.

Since s. 608.407(2) recognizes that an LLC is formed when "the person filing the articles of organization has substantially complied with the requirements" of s. 608.407, we believe that May 19, 2003 is recognized by statute as the appropriate effective date of BDI's formation as a Florida LLC. We state below in plain terms the factual support for this statutory position.

At the outset, we acknowledge that a Division representative notified the individual who made the electronic filing of a potential item regarding the business address of BDI's registered agent for service of process. In hindsight, it would have been better for all involved if a BDI representative had promptly contacted the Division representative and provided what little information was needed to confirm for the Division that the potential item was not material.

BDI's RA Form set forth the correct name of BDI's registered agent, Philippe Jeck, Esq., along with correct information regarding his business address in Jupiter, Florida. The business address provided on BDI's RA Form is sufficient for anyone seeking to serve process upon Mr. Jeck as BDI's registered agent. The potential issue identified by the Division's representative stems from the observation that BDI's Articles contain this very same information pertaining to Mr. Jeck's business address, along with his office's suite number. That bit of information is not essential for anyone seeking to serve process upon Mr. Jeck as BDI's registered agent. We do not dispute that BDI's representative should have brought this innocuous clarification to the Division's attention in prompt fashion. That would have been the better course of action, notwithstanding the harmless nature of this item.

Ms. Karen Beyer
September 25, 2003
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Based on the foregoing reasoning and governing statute, we ask for confirmation that the effective date of BDI's formation as an LLC in Florida be May 19, 2003, rather than a later date, and that such clarification be made throughout the Division's records relating to BDI. While this request does not relate to any pending litigation, the desired clarification is beneficial for BDI and those who may transact business with BDI and its customers. We apologize for any inconvenience relating to this request.

I appreciate your assistance and look forward to your reply. Please contact me at the direct dial number above if I can help in any manner.

Sincerely,

A handwritten signature in black ink, appearing to read 'T. Schoenwalder', written over a horizontal line.

Timothy G. Schoenwalder

c: Philippe Jeck, Esq.
(via telecopier)

tgs.196846

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**ARTICLES OF ORGANIZATION
OF
BRIDGETOWN DEVELOPMENT, LLC
a Florida limited liability company**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I
Name**

The name of the limited liability company ("Company") is BRIDGETOWN DEVELOPMENT, LLC.

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is 8961 S.E. Bridge Road, Hobe Sound, FL 33455.

**ARTICLE III
Purpose and Powers**

The general purpose for which the Company is organized is to develop a residential real estate project in Hobe Sound, Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV
Duration**

The period of duration for the company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State, unless the Company is earlier dissolved as provided in the Articles of Organization or the Operating Agreement and Regulations.

**ARTICLE V
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Philippe Jack, Esquire. The address of the Company's registered office in Florida is 1061 East Indiantown Road, Suite 400, Jupiter, Florida 33477-5143.

**ARTICLE VI
Management**

The Company is to be managed by one or more managers and is, therefore, a member managed company.

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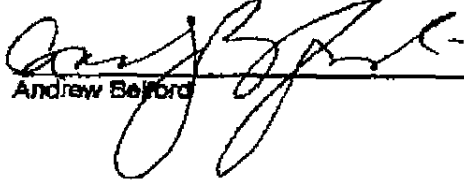
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ARTICLE VII
Termination of Existence

The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of any member except as may be provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned member has made and executed these Articles of Organization this 8 day of May, 2003.

MANAGING MEMBER:


Andrew Belford

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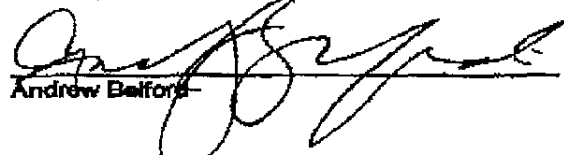
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered agent/registered office, in the State of Florida:

1. The name of the limited liability company is BRIDGETOWN DEVELOPMENT, LLC.
2. The name and address of the registered agent and office is: Philippe Jeck, Esquire, 1061 East Indiantown Road, Jupiter, Florida 33477-5143, Suite 400,

Dated: May 8, 2003

MANAGING MEMBER:


Andrew Belford

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: May 19, 2003


Philippe Jeck, Esquire

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