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TALLAHASSEE, FLORIDA

DESOTO LAND GROUP, LLC

October 23, 2003

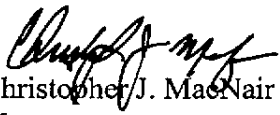
State of Florida
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

***RE: Articles of Organization
DeSoto Land Group, LLC***

Enclosed is a check in the amount of \$125.00, made payable to: Florida Department of State, along with the Articles of Organization for DeSoto Land Group, LLC.

Please call me if you have any questions or need additional information.

Sincerely,


Christopher J. MacNair
Manager

Attachments

Dep't of State.DLG

**ARTICLES OF ORGANIZATION
OF
DESOTO LAND GROUP, LLC**

The undersigned member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is DeSoto Land Group, LLC (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law. The effective date of these Articles of Organization shall be October 21, 2003.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office and the mailing address of the Company is as follows: c/o Bayshore Land Group, Inc., 255 Alhambra Circle, Suite 325, Coral Gables, Florida 33134. The name and address of the Company's initial registered agent is as follows: Christopher J. MacNair, c/o Bayshore Land Group, Inc., 255 Alhambra Circle, Suite 325, Coral Gables, Florida 33134.

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL
MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote.

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TALLAHASSEE, FLORIDA

ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members.
- (c) The entry of a decree of judicial dissolution under the appropriate section of the Act.
- (d) Upon the death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

ARTICLE VI
MANAGEMENT

The Company will be managed by one or more managers and is, therefore, a manager-managed company. The names and addresses of the Company's managers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jay Fertig	c/o Bayshore Land Group, Inc. 255 Alhambra Circle, Suite 325 Coral Gables, Florida 33134
Christopher J. MacNair	c/o Bayshore Land Group, Inc. 255 Alhambra Circle, Suite 325 Coral Gables, Florida 33134
E. Donald Gant	c/o Gant Realty, Inc. 12653 SW County Road 769, Suite A Lake Suzy, Florida 34269
Steven D. Gant	c/o Gant Realty, Inc. 12653 SW County Road 769, Suite A Lake Suzy, Florida 34269

ARTICLE VII

PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBERS HAVE EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 21 DAY OF October, 2003.

Bayshore Land Group, Inc., Member

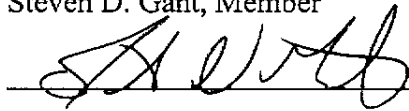
By: 

Jay Fertig, President

E. Donald Gant, Member



Steven D. Gant, Member



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

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the limited liability company is: DeSoto Land Group, LLC

2. The name and address of the registered agent and office is:

Christopher J. MacNair
c/o Bayshore Land Group, Inc.
255 Alhambra Circle, Suite 325
Coral Gables, Florida 33134

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.



Christopher J. MacNair

10/22/03

(Date)