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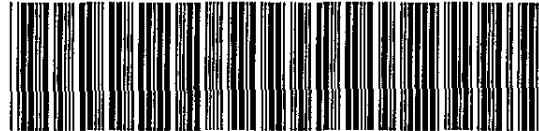
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SEMBLER INVESTMENTS

11300 - 4th Street North, Suite 200
St. Petersburg, FL 33716
Phone: (727) 577-5522
Fax: (727) 579-0145

P.O. Box 22550
St. Petersburg, FL 33742-2550

April 22, 2004

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: A&S Tierra Verde Ventures, L.L.C.

Dear Sir or Madam:

Enclosed for filing are Articles of Organization for the above-referenced limited liability company. I have also enclosed a check in the amount of \$160.00 in payment of the following fees:

\$100.00	Filing Fee – Application
\$25.00	Designation of Registered Agent
\$30.00	Certified Copy
\$5.00	Certificate of Status

Please process this request and provide acknowledgement of receipt and file-stamped copy to me at the above address.

Sincerely,

Nancy A. Brooking
Legal Assistant

**ARTICLES OF ORGANIZATION
OF
A&S TIERRA VERDE VENTURES, L. L. C.**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name of this Company shall be: A&S TIERRA VERDE VENTURES, L. L. C.

ARTICLE II

Place of Business

The principal place of business and mailing address of this Company shall be 11300 Fourth Street North, Suite 200, St. Petersburg, FL 33716, and such other place or places as may be designated by the manager from time to time.

ARTICLE III

Registered Agent and Office

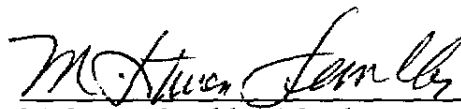
The initial registered agent for this Company shall be M. Steven Sembler, 11300 Fourth Street North, Suite 200, St. Petersburg, FL 33716.

ARTICLE IV

Purpose

The purpose of the Company shall be to acquire, hold, sell, exchange, manage, develop and invest in real estate, and to transact any other business or carry on and perform any other activity for which a limited liability company may be formed under the laws of the State of Florida.

The undersigned has executed these Articles of Organization this 22 day of April, 2004.



M. Steven Sembler, Member

**ACCEPTANCE OF
REGISTERED AGENT OF
A&S TIERRA VERDE VENTURES, L. L. C.**

Having been named Registered Agent and designated to accept service of process for the above-stated limited liability Company, at 11300 Fourth Street North, Suite 200, St. Petersburg, FL 33716, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Dated: April 22, 2004


M. Steven Sembler