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L04-40589
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: LEVITT AND SONS AT WORLD GOLF VILLAGE, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JEFFERY HOYOS

(Name of Person)

C/O LEVITT AND SONS, LLC

(Firm/Company)

7777 GLADES ROAD, SUITE 410

(Address)

BOCA RATON, FL 33434

(City/State and Zip Code)

For further information concerning this matter, please call:

CHRIS VASSOV

(Name of Person)

at (561) 482 5100 EXT 205

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
LEVITT AND SONS AT WORLD GOLF VILLAGE, LLC
a Florida limited liability company

The undersigned members adopt 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 LEVITT AND SONS AT WORLD GOLF VILLAGE, LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and the street address of the principal office of the Company is:
7777 Glades Road, Suite 410
Boca Raton, FL 33434

ARTICLE III
REGISTERED OFFICE AND AGENT

The name and address of the Company's initial registered agent in the State of Florida is as follows:

Jeffery Hoyos
c/o Levitt and Sons, LLC
7777 Glades Road, Suite 410
Boca Raton, FL 33434

ARTICLE IV
MANAGEMENT

The Company will be managed by LEVITT AND SONS, LLC, a Florida Limited Liability Company (manager) in accordance with the Company's regulations. The name(s) and business address(es) of the initial manager(s) who shall serve until the first annual meeting of members or until their successors are elected and qualified is (are):

NAME
LEVITT AND SONS, LLC

ADDRESS
7777 Glades Road, Suite 410, Boca Raton, FL
33434

ARTICLE V
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 MEMBER HAS EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 24 DAY OF May, 2004.

LEVITT AND SONS, LLC
a Florida limited liability company

By: [Signature]
Name: Jeffery Hoyos
Its: Senior Vice President

STATE OF FLORIDA
PALM BEACH COUNTY

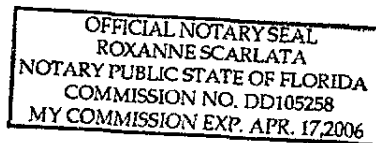
Before me Jeffery personally appeared Hoyos and _____ who are known to me to be the persons who executed the foregoing articles of organization on behalf of _____ LLC.

In witness whereof, I have hereunto set my hand and seal on this 24 day of May, 2004.

Roxanne Scarlata
Notary Public Signature

Commission Number _____

My commission expires _____



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TALLAHASSEE, FLORIDA

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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

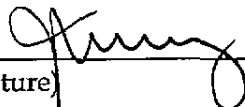
1. The name of the limited liability company is: LEVITT AND SONS AT WORL GOLF VILLAGE, LLC
2. The name and address of the registered agent and office is:

Jeffery Hoyos
(Name)

c/o Levitt and Sons, LLC, 7777 Glades Road, Suite 410
(P.O. Box not acceptable)

Boca Raton, FL 33434
(City/State/Zip)

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.


(Signature)

5/24/04
(Date)

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