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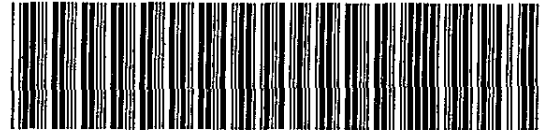
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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C. H. H. H.

L. WESLEY NICHOLS, P.A.
ATTORNEY AT LAW

11380 PROSPERITY FARMS ROAD, SUITE 204

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MEMBER
FLORIDA BAR
CONNECTICUT BAR

LYNNE A. HAGIBES, CLA
CERTIFIED LEGAL ASSISTANT

August 27, 2004

Secretary of State
Florida Department of State
Corporations Divisions
P.O. Box 6327
Tallahassee, Florida 32314

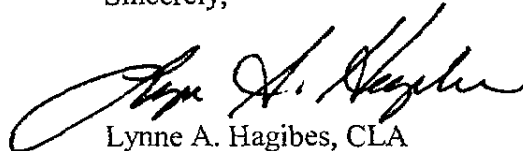
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: VENA LAND DEVELOPMENT, LLC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced limited liability corporation along with the filing fee of \$125.00. Please cause these Articles of Incorporation to be filed and return to me a filed stamped copy thereof. If you have any questions or if there are any problems, feel free to contact me.

Sincerely,



Lynne A. Hagibes, CLA
Certified Legal Assistant

/lh

Enclosure

**ARTICLES OF ORGANIZATION
OF
VENA LAND DEVELOPMENT, L.L.C.**

The undersigned, desiring to form a limited liability company under the provisions of the laws of the State of Florida, hereby makes, subscribes and acknowledges before a notary public, and file with the Secretary of State of the State of Florida, the following Articles of Organization for such company:

ARTICLE I - NAME

- a. The name of the limited liability company is:

VENA LAND DEVELOPMENT, L.L.C.

ARTICLE II - PURPOSE

a. The general nature of the business to be conducted and carried on by the company is the land development business.

b. To engage in every aspect and phase of each and every lawful business or operation permitted by the law of the State of Florida, including but not limited to the right and power to manufacture, distribute, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise acquire and to own mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest income, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.

c. To purchase, take and lease, or exchange, hire or otherwise acquire any real or personal property, rights, or privileges suitable or convenient for any purposes of this business, and

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to purchase, acquire, erect and construct, make improvements of buildings or machinery stores or works, insofar as the same may be pertinent to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized; so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.

d. The company shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and other negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full authority to loan money and secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated, so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.

e. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof, so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.

f. To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall

be authorized to be exercised under the said acts above recited under which it was organized. The said company may perform any part of its business outside the State of Florida or in any other states or colonies of the United States or in any foreign country or countries.

ARTICLE III - DURATION

This company shall exist, commencing on the date of execution and acknowledgment of these Articles of Organization in perpetuity until dissolved in accordance with the laws of the State of Florida.

ARTICLE IV - SHARING OF PROFITS AND LOSSES

The profits and losses of the company shall be shared among all then existing members of the limited liability company in accord with the ratio of the membership interests of the members.

ARTICLE V - INITIAL MEMBERS OF THE COMPANY

This company will have one (1) member initially. The number of members may be either increased or diminished from time to time by the members but shall never be less than

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ARTICLE VI - AMENDMENT

This company reserves the right to amend any provision contained in these Articles of Organization or any amendment thereto. However, any such amendment must be by a majority vote of the then existing members.

ARTICLE VIII - MANAGEMENT

The management of the limited liability company shall be conducted by a Manager. All

management decisions shall be made by the Manager and all actions and powers set forth in Article II (b) - (f) may be made only by such Manager. The members of the company shall have the power by a majority vote only of membership interest, to change managers or to otherwise amend or alter this Article for the regulation and operation of the affairs of the company that are not inconsistent with the applicable laws or these Articles.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

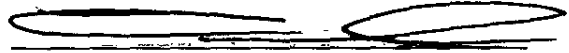
The street address of the initial registered office of this corporation is 11380 Prosperity Farms Road, Suite 204, Palm Beach Gardens, Florida 33410, and the name of the initial registered agent of this company at that address is L. Wesley Nichols.

ARTICLE X - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the company shall be located at:
10860 153rd Court North, Jupiter, Florida, 33478

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, being the Authorized Representative of the original members of the company herein above named for the purpose of forming a limited liability company to do business both without and within the State of Florida does hereby make, subscribe, acknowledge and file these Articles of Organization, hereby declaring and certifying that the facts therein stated are true and correct, and have hereunto set her hand and seal this 27 day of August, 2004.



Orlando Vena, Member

STATE OF FLORIDA)
COUNTY OF PALM BEACH)(

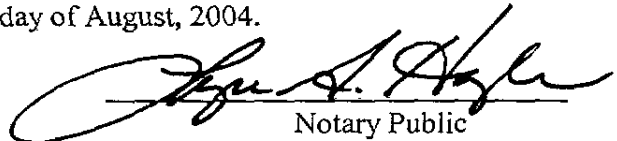
Before me, the undersigned authority personally appeared Orlando Vena, who is personally known to me and after being by me first duly cautioned and sworn, upon his oath, deposes and says that he is the party to the foregoing Articles of Organization and acknowledges the said execution by his free and voluntary act and deed, and that the facts therein stated are truly set out.

WITNESS my hand and official seal this 27 day of August, 2004.

Notary Stamp:



Lynne A Hagibes
My Commission DD118877
Expires June 1, 2006

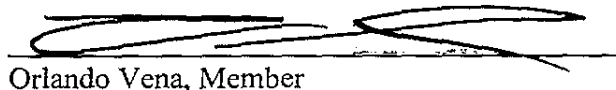

Notary Public

DESIGNATION OF REGISTERED AGENT

Pursuant to and in compliance with Chapter 48.091, Florida Statutes, the following is submitted:

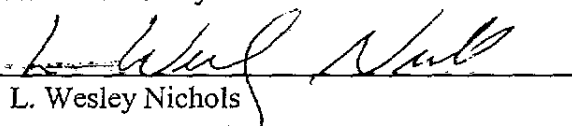
That VENA LAND DEVELOPMENT, L.L.C., desiring to organize under the laws of the State of Florida with its principal office in the City of Jupiter, County of Palm Beach, State of Florida, as indicated in the Articles of Organization, has named L. Wesley Nichols, 11380 Prosperity Farms Road, Suite 204, Palm Beach Gardens, Florida 33410, as its agent to accept service of process within this state.

Dated: 8/27/04


Orlando Vena, Member

Having been named to accept services of process for the above stated company, at the place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office and to comply with all provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of a Registered Agent.

Dated: 8-27-04


L. Wesley Nichols

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