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ARTICLES OF ORGANIZATION OF  
BELLA VERDE GOLF CLUB, LLC,  
a Florida limited liability company

The following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company (hereinafter referred to as the "Company").

ARTICLE I

NAME

The name of the Company shall be BELLA VERDE GOLF CLUB, LLC.

ARTICLE II

PRINCIPAL OFFICE AND PLACE OF BUSINESS

The mailing address and street address of the principal office and place of business of the Company is 401 East Jackson Street, Suite 2200, Tampa, Florida 33602, Attn: Lawrence J. Bailin.

ARTICLE III  
MANAGEMENT

All powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed by, the Managers of the Company. The names and addresses of the Managers of the Company are as follows:

New Cities Land Company, Inc.  
100 Pasadera Drive  
Monterey, California 93940  
Attn: Lee E. Newell

Professional Land Development, LLC  
c/o Greg Bennett  
5700 Saddlebrook Way  
Suite 314  
Wesley Chapel, FL 33543

Filed by: J. Gaustenfeld, Corp. Legal Asst.  
Stearns Weaver Miller Weisler, et al  
150 West Flagler Street, Suite 2200  
Miami, Florida 33130  
T: 305-789-3545/F: 305-789-3395

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ARTICLE IV

DURATION

The Company shall exist until December 31, 2050, unless it is earlier dissolved in a manner provided by law or as provided in the Operating Agreement adopted by the members.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is 401 East Jackson Street, Suite 2200, City of Tampa, County of Hillsborough, State of Florida, and the name of the Company's initial registered agent at that address is Lawrence J. Bailin.

The undersigned, being one of the original Members of the Company, certifies that this instrument constitutes the Articles of Organization of BELLA VERDE GOLF CLUB, LLC.

Executed by the undersigned at Tampa, Florida, on November 2, 2004.

Professional Land Development, LLC, a Florida  
limited liability company

By: \_\_\_\_\_

Greg Boone, Manager

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STATEMENT DESIGNATING REGISTERED  
AGENT AND OFFICE

State of Florida                    )  
  )ss  
County of Hillsborough         )

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is BELLA VERDE GOLF CLUB, LLC.

The name of the registered agent for BELLA VERDE GOLF CLUB, LLC, is Lawrence J. Bailin and the street address and mailing address of the company's registered office where the registered agent is located is 401 East Jackson Street, Suite 2200, Tampa, Florida 33602..

This statement is to acknowledge that, as indicated above, BELLA VERDE GOLF CLUB, LLC, has appointed me, Lawrence J. Bailin, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 November 2, 2004.

BELLA VERDE GOLF CLUB, LLC,  
a Florida limited liability company

PROFESSIONAL LAND DEVELOPMENT, LLC, a Florida  
limited liability company, as Manager of BELLA VERDE  
GOLF CLUB, LLC

By:   
Greg Bennett, as Manager of PROFESSIONAL  
LAND DEVELOPMENT, LLC

  
Lawrence J. Bailin, as Registered Agent of BELLA VERDE  
GOLF CLUB, LLC

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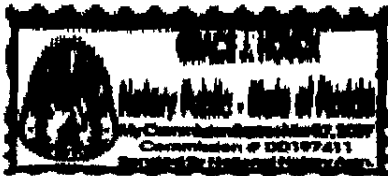
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CLERK OF CIRCUIT COURT  
HILLSBOROUGH COUNTY, FLORIDA

H04000222960 3

The foregoing instrument was acknowledged before me this 8th day of November, 2004, by Greg Bennett, as Manager of PROFESSIONAL LAND DEVELOPMENT, LLC, as member on behalf of BELLA VERDE GOLF CLUB, LLC, a Florida limited liability company. He is personally known to me or has produced a Florida driver's license as identification.

Grace Houck  
Printed Name: GRACE HOUCK  
Notary Public  
Serial Number (if any): \_\_\_\_\_

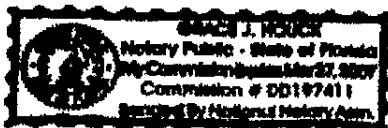


My Commission Expires:

(NOTARY SEAL)

The foregoing instrument was acknowledged before me this 8th day of November, 2004, by LAWRENCE J. BAILIN, as Registered Agent of BELLA VERDE GOLF CLUB, LLC, a Florida limited liability company. He is personally known to me.

Grace Houck  
Printed Name: GRACE HOUCK  
Notary Public  
Serial Number (if any): \_\_\_\_\_



My Commission Expires:

(NOTARY SEAL)

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TALLAHASSEE, FLORIDA