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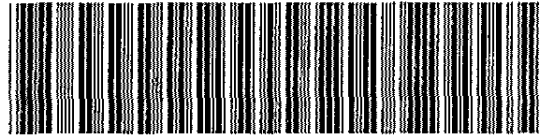
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 966743 9955A

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia Pigott

ORDER DATE : November 11, 2004

ORDER TIME : 10:45 AM

ORDER NO. : 966743-005

CUSTOMER NO: 9955A

CUSTOMER: Ms. Karolyn Sheekey
Chiumento & Davenport, P.a.

Suite B
4 Old Kings Road North
Palm Coast, FL 32137

DOMESTIC FILING

NAME: BELLA HARBOR, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
BELLA HARBOR, L.L.C.
A Florida Limited Liability Company**

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TALLAHASSEE, FLORIDA

ARTICLE 1

The name of this Limited Liability Company is: BELLA HARBOR, L.L.C.

ARTICLE 2

Duration

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of the original articles of organization by the Department of State of the State of Florida.

ARTICLE 3

Principal Office and Registered Agent

The street and mailing address of the principal office of the limited liability company is 10 Executive Way, Suite 108, Ponte Vedra, FL 32082. The name and address of the initial registered agent of the limited liability company is Gary B. Davenport, 4 Old Kings Road North, Suite B, Palm Coast, FL 32137.

ARTICLE 4

Members

The initial members of the limited liability company are as follows:

Robert Webster
554 Jacksonville Dr.
Jacksonville, FL 32250

Tom Quinn
554 Jacksonville Dr.
Jacksonville, FL 32250

Matt Daly
2308 Sawgrass Village Dr.
Ponte Vedra, FL 32082

Brad Lehan
730 Ponte Vedra Blvd.
Ponte Vedra, FL 32086

Derek Mercer
240 Ponte Vedra Park Dr.
2nd Floor
Ponte Vedra, FL 32082

Steve Jones
19701 SE 4th Way
Camas, WA 98607

Dennis Coleman
NC1-027-15-01
214 N. Tryon St.
15th Floor
Charlotte, NC 28255

Ben Bishop
1502 Roberts Dr.
Jacksonville, FL 32250

Pierce Homes of Carolina, LLC
10 Executive Way, Ste. 108
Ponte Vedra, FL 32082

ARTICLE 5
Admission of Additional Members

No person may be admitted as an additional member without the prior written consent of the manager(s) as set forth in the Operating Agreement. If such person is admitted, he or she shall be subject to the obligations and limitations in the Operating Agreement of the limited liability company, as amended for the additional members.

ARTICLE 6
Management

The business of the Company shall be managed by a manager or managers and is, therefore, a manager-managed Company. The managers are as follows:

Name

Address

Pierce Homes of Carolina, LLC

10 Executive Way, Suite 108
Ponte Vedra, FL 32082

IN WITNESS WHEREOF, the undersigned member does hereby execute and acknowledge these articles of organization this 10 day of November, 2004.


GARY B. DAVENPORT

Authorized Representative of a Member

**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 608.415 Florida Statutes, Bella Harbor, L.L.C. hereby designates Gary B. Davenport, 4 Old Kings Road North, Suite B, Palm Coast, FL 32137, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.


GARY B. DAVENPORT

Authorized Representative of a Member

ACCEPTANCE OF DESIGNATION

The undersigned understands the obligations of and hereby accepts the foregoing

designation as registered agent of Bella Harbor, L.L.C. for service of process within the State of Florida.

GARY E. DAVENPORT

11/10/04