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GARLICK, STETLER & PEEPLES LLP
ATTORNEYS AT LAW

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

5551 RIDGEWOOD DRIVE, SUITE 101
NAPLES, FLORIDA 34108-2718
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E-MAIL: PPEEPLES@GARLAW.COM

December 13, 2004

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Lyons Housing, LLC
Lyons Heritage Tampa, LLC
Lyons Heritage Pasco, LLC
Lyons Land Pasco, LLC

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Organization for each of the above-referenced entities. Please file the original and return a date stamped copy to me at your earliest convenience.

Our client's check in the amount of \$500.00 is attached to the package which represents the required filing fee for all four entities. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,


C. Perry Peeples

CPP/jpw
Enclosures

2004 DEC 19 P 3 02
FEDERAL EXPRESS
TALLAHASSEE, FL 32399

ARTICLES OF ORGANIZATION
OF
LYONS LAND PASCO, LLC

1. Name. The name of this limited liability company is Lyons Land Pasco, LLC, a Florida limited liability company (the "Company").

2. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Business. The mailing and street address of the Company's principal office is 9240 Marketplace Road, Suite 1, Fort Myers, Florida 33912.

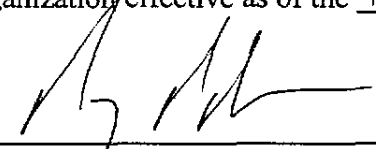
5. Registered Agent and Office. The name of the initial registered agent of the Company is C. Perry Peeples, Esq.. The street address of the initial registered agent of the Company is: c/o Garlick, Stetler & Peeples, LLP, 5551 Ridgewood Drive, Suite 101, Naples, Florida 34108.

6. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

7. Management of the Company. The Company shall be managed by one or more if its members in accordance with the operating agreement adopted by all of the members. The name and address of the initial managing member, who shall serve until the first annual meeting of the members or until his successor is elected and qualified, is:

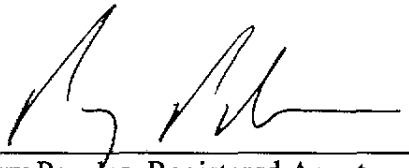
Lyons Holding, Inc.
9240 Marketplace Road
Suite 1
Fort Myers, Florida 33912

The undersigned executed these Articles of Organization effective as of the 13th day of December, 2004.


C. Perry Peeples, Authorized Agent

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


C. Perry Peeples, Registered Agent

Dated: December 13, 2004

2004 DEC 14 P 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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