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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Breakwater Land Holdings, LLC

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ARTICLES OF ORGANIZATION
OF
BREAKWATER LAND HOLDINGS, LLC

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1. Name. The name of this limited liability company is Breakwater Land Holdings, LLC, a Florida limited liability company (the "Company").
2. Duration. The Company shall continue for a period of twenty (20) years from 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, as more particularly detailed in the Company's Operating Agreement.
4. Place of Business. The mailing and street address of the Company's principal office is 1998 Trade Center Way, Unit No. 4, Naples, Florida 34109.
5. Registered Agent and Office. The name of the initial registered agent of the Company is Richard A. Cox, Esq. The street address of the initial registered agent of the Company is c/o Breakwater Custom Homes, Inc., 1998 Trade Center Way, Unit No. 4, Naples, Florida 34109.
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 a manager-managed Company, in accordance with the Operating Agreement adopted by the members. The name and address of the initial manager, who shall serve until the first annual meeting of the members or until its successors is elected and qualified, is Richard A. Cox, c/o Breakwater Custom Homes, Inc., 1998 Trade Center Way, Unit No. 4, Naples, Florida 34109.
8. Voting. The Company is authorized to issue membership units with voting rights and membership units without voting rights.
9. Certificated Interests. The members' interests in the Company may be evidenced by certificates.

The undersigned, as Manager, executed these Articles of Organization effective as of the 15 day of December, 2004.



Richard A. Cox, Manager

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.

Richard A. Cox
Richard A. Cox, Registered Agent

Dated: December 15, 2004