

JAN-27-2005 14

HARRISON HENDRICKSON

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Florida Department of State  
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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

G.E.M. DEVELOPERS, LLC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
FOR  
G.E.M. DEVELOPERS, LLC

The undersigned, organizing Member of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as Amended (the "Act"), hereby forms a Florida Limited Liability Company (the "Company") pursuant to the Act, and hereby sets forth the following Articles of Organization (the "Articles"):

ARTICLE I

Name

The name of the Company is G.E.M., DEVELOPERS, LLC.

ARTICLE II

Commencement Date and Duration

The Company's existence shall commence on the date these Articles are filed with the Florida Department of State, and shall continue perpetually until dissolved in accordance with Section 608.441 of the Act.

ARTICLE III

Purpose

The Company is created for purposes of engaging in any lawful activity deemed appropriate by the members from time to time.

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## ARTICLE IV

Principal Office

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The street address of the principal office of the Company shall be 7389 Moran Road, Palmetto, Florida 34221, and the mailing address shall be the same.

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TALLAHASSEE, FLORIDA

## ARTICLE V

Registered Agent and Office

The initial registered agent for the Company shall be RICHARD E. M. EDGERTON, and the address of the registered agent for service of process shall be 7389 Moran Road, Palmetto, Florida 34221.

## ARTICLE VI

Powers

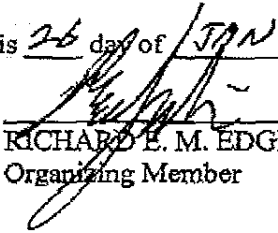
The Company shall have all of the powers and authority set forth in Section 608.404 of the Act.

## ARTICLE VII

Operating Agreement

An Operating Agreement shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as may be necessary, reasonable, or desirable, except that no provision of such Operating Agreement may conflict with the provisions of these Articles unless permitted herein. The power to adopt, alter, amend, or repeal the Operating Agreement shall be set forth in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned organizing member of G.E.M. DEVELOPERS, LLC, have executed these Articles of Organization this 26 day of JAN, 2005.

  
RICHARD E. M. EDGERTON  
Organizing Member

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CERTIFICATE OF DESIGNATION  
AND ACCEPTANCE OF REGISTERED AGENT  
FOR G.E.M. DEVELOPERS, LLC

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The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated herein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.

  
\_\_\_\_\_  
RICHARD E. M. EDGERTON

DATED: Jan. 26, 2005

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