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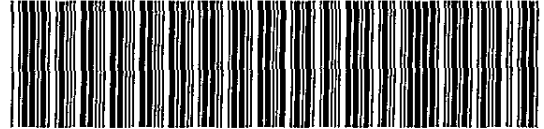
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Crabtree & Fallar, P.A.

ATTORNEYS AND COUNSELORS AT LAW

8777 SAN JOSE BOULEVARD
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JACKSONVILLE, FLORIDA 32217

R. R. CRABTREE
SCOTT W. FALLAR

A. M. CRABTREE, JR.
(1924-1995)

TELEPHONE (904) 732-9701
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March 3, 2005

Via Federal Express

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Brownstone Developers, LLC

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Organization of the above-referenced Florida Limited Liability Company together with our firm check in the amount of \$125.00 representing the filing fee. Please file the enclosed Articles of Organization and return a conformed copy of same with your certificate to me at your earliest opportunity.

Thank you most cordially for your assistance in this regard. Should you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,

R.R. Crabtree/tr
R.R. Crabtree

RRC/tr
Enclosure

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**ARTICLES OF ORGANIZATION
OF
BROWNSTONE DEVELOPERS, LLC**

ARTICLE I - NAME AND ADDRESS

The name of this Limited Liability Company is BROWNSTONE DEVELOPERS, LLC, and the mailing address and street address of the principal office of the Limited Liability Company is 4200 N.W. 101 Drive, Coral Springs, FL 33065.

ARTICLE II - COMMENCEMENT AND DURATION

Pursuant to Section 608.407, Florida Statutes, this Limited Liability Company shall commence upon the date of execution of these Articles of Organization. This Limited Liability Company shall have perpetual existence.

ARTICLE III - PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent is Scott W. Fallar. The Florida street address of the registered agent of this Limited Liability Company is 8777 San Jose Boulevard, Building A, Suite 200, Jacksonville, Florida 32217.

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ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by the members.

The name and address of the Managing Member is:

Waterfront Terrace Developers, LLC
4200 N.W. 101 Drive
Coral Springs, FL 33065

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of any admission shall be unanimously agreed upon in writing by the members. No additional members shall be admitted unless all members unanimously agree to the specific terms and conditions of the admission.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS


The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be:

The remaining members of the Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member on the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company unless:

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A. 100% of the remaining members vote to dissolve the limited liability company, or

B. The number of remaining members of the limited liability company shall be reduced to one.



Scott W. Fallar, as Agent for
Waterfront Terrace Developers, LLC
Managing Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is BROWNSTONE DEVELOPERS, LLC
2. The name and address of the registered agent and office is:

Scott W. Fallar
8777 San Jose Boulevard
Building A, Suite 200
Jacksonville, Florida 32217

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.

(Signature)

(Date)

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