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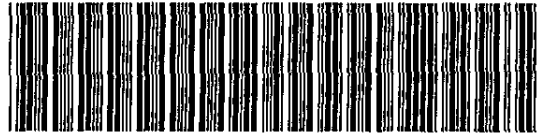
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February 27, 2006

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

Re: AMENDED & RESTATED ARTICLES OF ORGANIZATION OF
L.R. FALLS DEVELOPMENT, LLC

Dear Sirs:

Enclosed are:

1. The **original** of the Amended & Restated Articles of Organization of L.R. FALLS DEVELOPMENT, LLC, to be filed immediately;
2. A duplicate copy of the Articles and the Certificate, to be file-stamped and returned to me; and
3. A check in the amount of \$25.00, made payable to the Florida Department of State, which covers the filing fee for the Amended & Restated Articles of Organization.

Please (1) file the Articles and (2) return a file-stamped copy of the duplicate original Articles to me via U.S. Mail.

Please do not hesitate to call me if you have any questions or comments. Thank you for your assistance.

Sincerely,

DAVID LANIGAN, P.A.

David C. Lanigan, J.D., LL.M.

Enclosures

Cc: Jerry Siebel

**AMENDED & RESTATED
ARTICLES OF ORGANIZATION
of
L.R. FALLS DEVELOPMENT, LLC**

The undersigned, acting as the organizers of a limited liability company formed under the Florida Limited Liability Company Act, codified in Chapter 608, Florida Statutes, as amended, have formed a Florida limited liability company ("**Company**") pursuant to the Act and set forth in the original Articles of Organization filed August 26, 2005, and they hereby amend and restate the original Articles of Organization herein (the "**Amended and Restated Articles**").

For purposes of these Articles, "majority-in-number of the members" means at least one more than half of the total number of members of the Company.

ARTICLE I
Name

The original and current name of this Company is L.R. FALLS DEVELOPMENT, LLC.

ARTICLE II
Address of Business

The mailing address of the principal office of this Company shall be 25352 Wesley Chapel Blvd., Lutz, FL 33559 and such other place or places as may be designated by the managers from time to time. The street address of the principal office of this Company shall be 25352 Wesley Chapel Blvd., Lutz, FL 33559 and such other place or places as may be designated by the managers from time to time.

ARTICLE III
Management of Business

The management of this Company shall be vested in its manager and in its board of directors. The name and address of its manager, who shall serve until the first annual meeting of members or until his successor is duly elected and qualified, is Lawrence R. Falls, whose address is 25352 Wesley Chapel, Lutz, FL 33559. The manager shall be elected by the members of this Company at the Company's annual meeting each year by the vote of a majority-in-number of members of this Company.

ARTICLE IV
Commencement Date and Duration

This Company commenced on the date and time when the original Articles or Organization were filed in the Department of State, namely **August 26, 2005**, in accordance with the provisions of Section 608.409(1), Florida Statutes, and shall continue perpetually or until dissolved in accordance with Section 608.441(1), Florida Statutes, to wit:

- (a) by written consent of all of its members;
- (b) upon the occurrence of one or more events specified in the operating agreement;
- (c) upon entry of an order of dissolution by a court of competent jurisdiction; or
- (d) at any time there are no members, unless, within 90 days after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company, as provided in §608.441(1)(d) of the Florida Statutes.

ARTICLE V
Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act, including but not limited to the acquisition, disposition, purchase, lease, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying and otherwise dealing with development of real property, construction of residences, and all such other activities incidental or useful to the foregoing.

ARTICLE VI
Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE VII
Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Operating Agreement.

ARTICLE VIII
Voting By Members

In each matter for which a vote of the members is required by the Act, consent of a majority-in-number of members shall decide the issue, unless otherwise stated in these Articles of Organization or the Operating Agreement or the Act. However, the members' right to vote on a *dissolution* of the Company shall be governed by §608.441 of the Act (i.e., unanimous written consent of members), unless otherwise stated in these Articles of Organization or the Operating Agreement, and the members' right to vote on a *merger* of the Company shall be governed by §608.4381 of the Act, as stated in these Articles of Organization or the Operating Agreement. A plan of merger shall be approved by vote of a unanimous written consent of members.

ARTICLE IX
Right of Assignee to Become a Member

An assignee of an interest in the Company may be admitted as a Member upon the consent of **all** other members.

ARTICLE X
Property

(a) **Ownership**. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) **Title**. The title to all property of the Company shall be held in the name of this Company.

(c) **Conveyances**. Unless otherwise provided in the operating agreement, the manager is hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by a majority of the managers if there is more than one. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf as manager. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

L.R. FALLS DEVELOPMENT, LLC

By: _____
Lawrence R. Falls, Manager

ARTICLE XI
Amendments

These Articles, except with respect to vested rights of the members, may be amended at any time by vote by a majority-in-number of its members. Such amendments shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411, Florida Statutes.

ARTICLE XII
Operating Agreement

The members are hereby authorized and directed to prepare and adopt initial Operating Agreement for the governing of the internal affairs of the Company, containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement may conflict with the provisions of these Articles, unless otherwise permitted herein. The power to alter, amend, or repeal the initial Operating Agreement shall be set forth in the Operating Agreement.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this February 23, 2006. The execution of this document constitutes an affirmation, under the penalties of perjury, that the facts stated herein are true.

 
JERRY SIEBEL and MARCELLA SIEBEL, as tenants by the entirety,
Member

CERTIFICATE OF DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

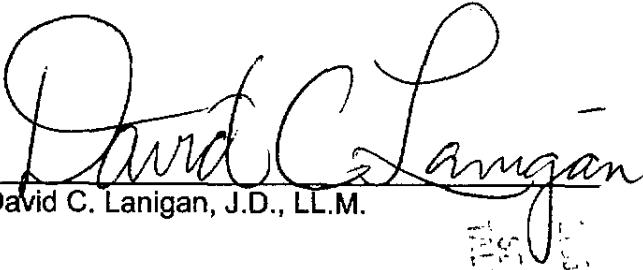
Pursuant to Sections 608.407 and 608.415 of the Florida Statutes, this Limited Liability Company submits the following statement in designating the Registered Office and Registered Agent in the State of Florida.

1. The name of the Limited Liability Company is L.R. FALLS DEVELOPMENT, LLC.
2. The name and address of the registered agent and office are:

David C. Lanigan, J.D., LL.M.
DAVID LANIGAN, P.A.
10927 North 56th Street
Tampa, Florida 33617-3000.

Having been named Registered Agent and designated to accept service of process for the above-stated Company, at the place designated in this certificate, I agreed initially on Aug. 25, 2005 and hereby reinstate my agreement to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with accept the obligations of my position as registered agent.

Dated: 2/27/06, 2005.


David C. Lanigan, J.D., LL.M.