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TALLAHASSEE, FLORIDA

SEP 19 2005

ABEL | BAND®

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Please refer to our file number:

September 8, 2005

Federal Express

Florida Department of State
Division of Corporations
2661 Executive Center Circle West
Tallahassee, FL 32301

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DIV. OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: ***Waterford Links at Terra Ceia LLC***

Dear Sir/Madam:

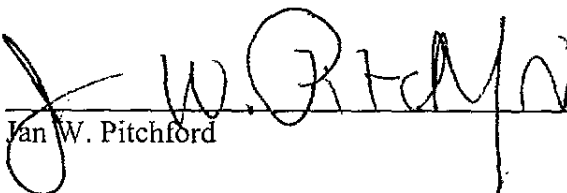
Enclosed please find one original Articles of Organization for the above-referenced Limited Liability Company, together with a copy for certification. Also enclosed is the Firm's check payable to the Florida Department of State in the amount of \$155.00 to cover the cost of this filing and certification.

Please return a certified copy to my attention via the enclosed prepaid Fed Ex package at your earliest opportunity.

Thank you for your attention to this matter.

Very truly yours,

ABEL, BAND, RUSSELL, COLLIER,
PITCHFORD & GORDON, CHARTERED


Jan W. Pitchford

JWP:dlo

SARASOTA, FLORIDA

VENICE, FLORIDA

DENVER, COLORADO

ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON, CHARTERED

ARTICLES OF ORGANIZATION

WATERFORD LINKS AT TERRA CELA, LLC,
a Florida limited liability company

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TALLAHASSEE, FLORIDA

ARTICLE I NAME

The business and affairs of the Limited Liability Company shall be conducted under the name of:

WATERFORD LINKS AT TERRA CELA, LLC

ARTICLE II PRINCIPAL OFFICE

The street address and the mailing address of the principal place of business of the Limited Liability Company within the State of Florida shall be:

333 South Tamiami Trail, Suite 101
Venice, Florida 34285

ARTICLE III INITIAL REGISTERED AGENT/OFFICE

The registered office of the Limited Liability Company and its initial registered agent shall be:

Michael W. Miller
333 South Tamiami Trail, Suite 101
Venice, Florida 34285

ARTICLE IV MANAGEMENT AND POWERS

The business and affairs of the Limited Liability Company shall be managed by one or more Managers elected as provided in the Regulations of the Limited Liability Company.

29 IN WITNESS WHEREOF, these Articles of Organization have been executed as of the
day of August, 2005.

WITNESSES:

Sammy Lindemuth
Print Name Sammy Lindemuth

Michele Lamond
Print Name Michele Lamond

Michael W. Miller
Michael W. Miller

“MANAGER”

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is:

WATERFORD LINKS AT TERRA CEIA, LLC
2. The name and the Florida street address of the registered agent are:

Michael W. Miller
333 South Tamiami Trail, Suite 101
Venice, Florida 34285

Having been named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: _____

August 29, 2005



Michael W. Miller

“REGISTERED AGENT”

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