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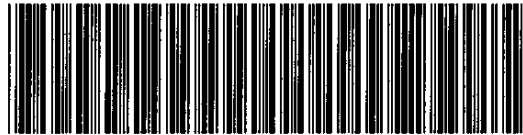
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THE LAW FIRM OF

GILLESPIE & ALLISON, P.A.

SUITE 306
1515 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

R. BOWEN GILLESPIE, III
DONALD M. ALLISON*

TELEPHONE (561) 368-5758
TELECOPIER (561) 395-0917

*Also Admitted in Arizona & California

November 17, 2006

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Organization

Dear Sirs:

In connection with the above-referenced matter, enclosed please find the following

1. Articles of Organization of Regency Homes Group, L.L.C.
2. This firm's check in the amount of \$155.00 representing payment of the filing fee and for a certified copy.

Should you have any questions or require any additional information, please do not hesitate to contact me.

Sincerely yours,

Rebecca Davis

for:

R. Bowen Gillespie

RBG:Arkd

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
REGENCY HOMES GROUP, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be REGENCY HOMES GROUP, L.L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 2846 University Drive, Coral Springs, Florida 33065.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is R. BOWEN GILLESPIE, III, ESQUIRE, Gillespie & Allison, P.A., 1515 South Federal Highway, Suite 306, Boca Raton, Florida 33432.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company either cash or property.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be

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determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

David Levine, 2840 University Drive, Coral Springs, Florida 33065.

Martz Enterprises, Inc. Profit Sharing Plan & Trust dated July 1, 1986, 2840 University Drive, Coral Springs, Florida 33065.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Coral Springs, Florida, on November 15, 2006.




David Levine, Managing Member

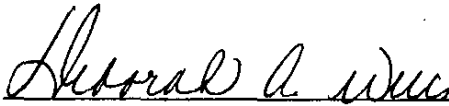
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STATE OF FLORIDA
COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED before me this 15th day of November, 2006, by David Levine. He is personally known to me or has produced his Drivers License as identification.

(Seal)

NOTARY PUBLIC-STATE OF FLORIDA
 Deborah A. Wills
Commission # DD421026
Expires: JUNE 05, 2009
Bonded Thru Atlantic Bonding Co., Inc.


Notary Public --Deborah A. Wills

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