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TALLAHASSEE, FLORIDA



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October 11, 2007

Via Federal Express

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

**RE: Articles of Organization
J R S Custom Homes, LLC**

Dear Sir or Madam:

Enclosed are the original signed Articles of Organization for the above limited liability company, together with my firm's check in the amount of \$155.00 which represents the following:

1. \$ 125.00 - Filing Fee
2. 30.00 - Certified Copy Fee

Please file the Articles of Organization and return the certified copy to me in the enclosed prepaid priority mail envelope.

Very truly yours,

Polin & Associates



Alan J. Polin

AJP/ed

cc: Mr. Robert L. Shelley - via email transmission

ARTICLES OF ORGANIZATION

OF

J R S CUSTOM HOMES, LLC

The undersigned initial members of J R S CUSTOM HOMES, LLC, a Florida limited liability company formed hereunder (the "Company"), hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: J R S CUSTOM HOMES, LLC

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on October 15, 2007, and shall have a perpetual existence or shall be dissolved upon the first to occur of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

ARTICLE III. MAILING ADDRESS OF COMPANY

The initial mailing address of this Company is:

6363 N.W. 6th Way, Suite 250
Ft. Lauderdale, Florida 33309

Such mailing address may also be revised to such locations within the State of Florida and may be determined by the managing member of the Company.

ARTICLE IV. STREET ADDRESS OF COMPANY

The initial street address of the principal office of the Company is:

6363 N.W. 6th Way, Suite 250
Ft. Lauderdale, Florida 33309

Such street address may also be revised to such locations within the State of Florida and may be determined by the managing member of the Company.

ARTICLE V. PURPOSE

The purpose for which the Limited Liability Company is organized is to acquire buildable lots, design and build custom luxury estate homes and sell the same and/or to act as the builder/contractor for individual custom luxury estate home clients to build their custom homes according to either architectural plans already prepared for the benefit of the client or architectural plans conceptually developed and prepared by in-house or independent architects affiliated with the firm and to engage in any lawful act or activity for which a limited liability company may be organized under the Act.


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ARTICLE VI. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The initial registered agent and the street address of the initial registered agent of this Company in the State of Florida shall be:

Robert L. Shelley
6363 N.W. 6th Way, Suite 250
Ft. Lauderdale, Florida 33309

Having been named as registered agent and to accept service of process for the above-named 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


Robert L. Shelley, Registered Agent

ARTICLE VII. MANAGEMENT OF THE COMPANY

The Limited Liability Company is to be managed by the member(s) and the name(s) and address(es) of the Managing Member is/are:

Robert L. Shelley
6363 N.W. 6th Way, Suite 250
Ft. Lauderdale, Florida 33309

Jason A. Shelley
6363 N.W. 6th Way, Suite 250
Ft. Lauderdale, Florida 33309

Edward R. Beach
6363 N.W. 6th Way, Suite 250
Ft. Lauderdale, Florida 33309

ARTICLE VIII. POWER AND AUTHORITY OF MANAGING MEMBER

The Managing Members shall have the sole power and authority to manage and make all decisions affecting the Company. No member other than the Managing Members shall have a vote in the operation of the Company.

ARTICLE IX. LIMITATION ON AGENCY, AUTHORITY OF MEMBERS

No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member. Such authority shall be reserved for the Managing Member of the Company.

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ARTICLE X. INITIAL MEMBERS

The name(s) and street address(es) of the initial members of the above-named Limited Liability Company are:

Robert L. Shelley
6363 N.W. 6th Way, Suite 250
Ft. Lauderdale, Florida 33309

Jason A. Shelley
6363 N.W. 6th Way, Suite 250
Ft. Lauderdale, Florida 33309

Edward R. Beach
6363 N.W. 6th Way, Suite 250
Ft. Lauderdale, Florida 33309

ARTICLE XI. ADMISSION OF ADDITIONAL MEMBERS

Additional members to the Company may be admitted, but only if the Managing Members consent to the admission of the additional members and to the terms of admission.

ARTICLE XII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the majority vote of all members of the Company, (excluding the member seeking to transfer his interest in the Company), which vote is taken at a duly called meeting of the members or by written consent of the majority of the members of the Company.

ARTICLE XIII. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company, the Company shall be dissolved unless the surviving members elect to continue the Company upon the majority vote of the members of Company which vote is taken at a duly called meeting of the members or by written consent of the majority of the members of the Company.

ARTICLE XIV. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XV. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the majority vote of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of the majority of the members of the Company.

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ARTICLE XVI. AMENDMENT OF REGULATIONS

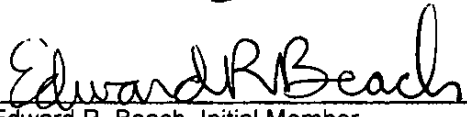
Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the majority vote of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of the majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial members have executed the foregoing Articles of Organization as of this 11 day of October, 2007.

INITIAL MEMBER(S):


Robert L. Shelley, Initial Member


Jason A. Shelley, Initial Member


Edward R. Beach, Initial Member