

LAW OFFICES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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FACSIMILE (312) 236-7810

TAMPA OFFICE
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SUITE 2000
TAMPA, FLORIDA 33602-8133
(813) 229-2111
FACSIMILE (813) 229-1447

BALTIMORE OFFICE
111 SOUTH CALVERT STREET
SUITE 2700
BALTIMORE, MARYLAND 21202-3200
(410) 388-0400

January 25, 1996

WRITER'S DIRECT LINE:

VIA FEDERAL EXPRESS

**Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399**

600001699886
-01/26/96--01079--002
***337.50 ***337.50

Re: Westminster Homes I, C.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Organization for filing with regard to Westminster Homes L.C. Also enclosed is a check in the amount of \$337.50 for the filing fee plus the cost for a certified copy. I would appreciate it if you would return the certified copy to me at the above address.

If you have any questions, please don't hesitate to call. Thank you for your cooperation in this matter.

Sincerely,

Karen S. Faucette
Secretary to
Joseph E. Resende

`,ksf`

Enclosures

FILED STATE
SECRETARY OF CORPORATIONS
MICHIGAN
96 JUN 26 PM 2:51

AL JAN 30 1995

ARTICLES OF ORGANIZATION
OF
WESTMINSTER HOMES L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN 26 PM 2:51

These Articles of Organization, to be effective upon filing, are entered into for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act (the "Act").

FIRST: The name of the limited liability company is WESTMINSTER HOMES L.C. (the "Company").

SECOND: The purposes for which the Company is formed are as follows:

- A. To acquire, develop, construct, own, manage, finance, lease or otherwise deal with real estate on its own behalf or on behalf of other persons or entities;
- B. To act as general partner, limited partner, joint venturer, beneficiary, trustee or other participant in other entities formed for the purpose of acquiring, developing, constructing, owning, managing, financing, leasing or otherwise dealing with real estate;
- C. To act as general contractor, construction manager, property manager, consultant or in any other capacity in connection with real estate; and
- D. To engage in any act or activity for which limited liability companies may be formed under the Act.

The foregoing purposes, objects and businesses of the Company are made in furtherance, and not in limitation, of the powers conferred upon the Company by law, and are not intended, by the mention of any particular purpose, objective or business, to in any manner limit or restrict the generality of any other purpose, objective or business mentioned, or to limit or restrict any of the powers of the Company. The Company is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to limited liability companies which are contained in the Act.

THIRD: The Company's mailing address and principal office within the State of Florida shall be 1149 Periwinkle Way, Sanibel Island, Florida 33957.

FOURTH: The Company's registered agent shall be John J. Naumann, a Florida resident, with an address of 1149 Periwinkle Way, Sanibel Island, Florida 33957.

FIFTH: The Members of the Company are authorized to make, alter or repeal Regulations to govern the affairs of the Company. Such Regulations shall be adopted by the consent of a majority in ownership interest of the Members and may be altered or repealed in accordance with their terms.

SIXTH: The Initial Members of the Company are as follows:

Jeffrey J. Milton
1149 Periwinkle Way
Sanibel Island, Florida 33957

BTS Construction Corporation
1149 Periwinkle Way
Sanibel Island, Florida 33957

Additional Members may be admitted to the Company in accordance with its Regulations by the consent of a majority in ownership interest of the Members.

SEVENTH: The Members may continue the business of the Company 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 accordance with the Regulations by the consent of a majority in ownership interest of the Members.

EIGHTH: The affairs of the Company shall be managed by its Managers pursuant to the Regulations. The initial Managers of the Company who will serve until their successors are elected and qualify are as follows:

John J. Naumann
1149 Periwinkle Way
Sanibel Island, Florida 33957

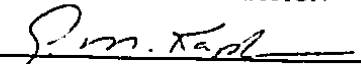
Jeffrey J. Milton
1149 Periwinkle Way
Sanibel Island, Florida 33957

NINTH: The duration of the Company shall be until December 31, 2010.

IN WITNESS WHEREOF, the undersigned Member has caused these Articles of Organization to be executed as of January 24, 1996, and acknowledges same to be its act and deed.

BTS CONSTRUCTION CORPORATION

By:


Name: Gregory M. Kapfer
Title: Secretary/Treasurer

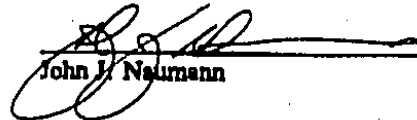
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN 26 PM 2:51

CONSENT TO SERVICE AS REGISTERED AGENT

The undersigned, John J. Naumann, by his signature hereon, evidences his consent to serve as the registered agent for service of process of Westminster Homes, L.C. in the State of Florida in accordance with the Florida Limited Liability Company Act and affirms that he is familiar with and accepts the obligations of that position.

Registered Agent:


John J. Naumann

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN 26 PM 2:51

1. The Company has two Members. They are BTS Construction Corporation and Jeffrey J. Milton.

1. The Company has two Members. They are BTS Construction Corporation and
2. The amount of capital of the Members is \$100 in cash.
3. The anticipated amount of any additional capital of the Members is \$-0-.

BTS CONSTRUCTION CORPORATION,
Member

Name: Gregory M. Kapfer
Title: Secretary/Treasurer

STATE OF MARYLAND)
) ss:
COUNTY OF Montgomery)

The foregoing instrument was acknowledged before me this 25th day of January, 1996, by Gregory M. Kapfer, Secretary/Treasurer of BTS Construction Corporation, a Member of Westminster Homes L.C., and who is either personally known to me or who has produced xxxxxx as proof of identification.

Caryn Beth Smith
Notary Public

CAROLYN BETHEA-SMITH
 NOTARY PUBLIC STATE OF MARYLAND
 My Commission Expires: My Commission Expires September 1, 1999

L960000.000082

LAW OFFICES
RAYMOND & RAYMOND
PROFESSIONAL ASSOCIATION
1200 NORTH FEDERAL HIGHWAY, SUITE 411
BOCA RATON, FLORIDA 33432

VERO BEACH OFFICE: RAYMOND & RAYMOND, P.A.
2801 OCEAN DRIVE, SUITE 202-B
VERO BEACH, FLORIDA 32963
TELEPHONE (407) 234-3788
TELECOPIER (407) 234-4683

TELEPHONE (407) 369-2151
TELECOPIER (407) 368-4658

MICHIGAN OFFICE: RAYMOND & RAYMOND, P.C.
505 NORTH WOODWARD AVENUE, SUITE 2300
BLOOMFIELD HILLS, MICHIGAN 48304
TELEPHONE (810) 642-2321
TELECOPIER (810) 258-2831

March 20, 1996

VIA FEDERAL EXPRESS
Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

800001753808
-03/21/96--01076--012
***105.00 ***52.50

Re: QUARTERDECK MANAGEMENT, L.C.

Dear Sir/Madam:

Enclosed are the Articles of Amendment to the Articles of Organization for the above-referenced corporation along with a check in the amount of \$105.00 for filing fees.

Please direct the certified copy and any questions to the undersigned.

Sincerely,

RAYMOND & RAYMOND, P.A.

Kera J. Draetta

Kera J. Draetta
Corporate Paralegal

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -1 AM 9:02

Amend SH 5/3
[Signature]
[Signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1996

Kera J. Draetta
Raymond & Raymond
1200 N. Federal Hwy., Suite 411
Boca Raton, FL 33432

SUBJECT: QUARTERDECK MANAGEMENT, L.C.
Ref. Number: L96000000082

We have received your document for QUARTERDECK MANAGEMENT, L.C. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing a Limited Liability Company Amendment form for your convenience. Please provide a street address for the two new members (Art Lubus and Buffalo Holdings, Inc). Our records currently show the total contributions as \$500,000 for this company. In the amendment, the contributions add up to \$650,000. Therefore, you will need to complete the enclosed Supplemental Affidavit of Capital Contributions form. The filing fee is \$250. If you would like a certified copy, please submit an additional \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 396A00014008

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -1 AM 9:00

QUARTERDECK MANAGEMENT, L.C.
(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was January 16, 1996

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Article V is hereby amended to read as follows:

(a) The following are the Members of the LLC and their percentage of ownership and initial contribution:

Owner	Percentage	Initial Contribution
Paul B. Flanigan	50%	\$325,000.00
BUFFALO HOLDING, INC.	40%	\$260,000.00
Art Lubus	10%	\$ 65,000.00

Dated March 19, 19 96.



Signature of a member or authorized representative of a member

Paul B. Flanigan, Manager

Typed or printed name of person signing