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KRASNY AND DETTMER
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELLORS AT LAW

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March 7, 1996

MIKE KRASNY
DALE A. DETTMER
SCOTT KRASNY

*BOARD CERTIFIED IN TAXATION

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: RRI Land Partners II, L.C.

300001739749
-03/12/96--01066--004
*****337.50 *****337.50

Gentlemen:

Enclosed herewith please find Articles of Organization for the above-referenced corporation. I also enclose my trust account check in the amount of \$337.50 to cover the cost of filing the Articles and obtaining a certified copy.

Thank you for your attention to this matter.

Very truly yours,

KRASNY AND DETTMER


Dale A. Dettmer

DAD:sc
Enc.

FILED
96 MAR 12 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/20/96

**ARTICLES OF ORGANIZATION
OF
RRI LAND PARTNERS II, L.C.**

FILED

96 MAR 12 AM 8:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Organization, being natural persons competent to contract, hereby subscribe to the formation of a limited liability company under the laws of the State of Florida, pursuant to the provisions of Chapter 608, Florida Statutes.

**ARTICLE I
Name**

The name of this Organization is RRI LAND PARTNERS II, L.C.

**ARTICLE II
Term of Existence**

The company shall commence upon the filing of these Articles and shall exist for a period of twenty (20) years.

**ARTICLE III
Principal Office**

The mailing address of the principal office of the company is 700 N. Wickham Road, Suite 210, Melbourne, Florida 32935 and street address is 700 N. Wickham Road, Suite 210, Melbourne, Florida 32935.

**ARTICLE IV
Initial Registered Agent**

The initial street address in Florida of the initial registered office of this Organization is 700 N. Wickham Road, Melbourne, Florida 32935 and the name of the initial registered agent of this Organization at that address is Robert M. Renfro. The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

ARTICLE V
Additional Members

No additional members shall be admitted to this limited liability company without the consent of all of the then existing members.

ARTICLE VI
**Right to Continue Upon Death, Retirement
Resignation or Expulsion**

The remaining members of this limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member upon the majority vote of the then remaining members.

ARTICLE VII
Management

The management of this limited liability company is reserved to the members, all of whom shall be managing members, whose names and addresses are as follows:

Robert M. and Mary R. Renfro
435 Myrtlewood Road
Melbourne, Fl 32940

Eugene L. Hood, Trustee of the
Hood Family Trust,
dated June 17, 1981
435 Myrtlewood Road
Melbourne, Fl 32940


Charles C. Walts, Trustee of the
Charles C. Walts Trust
dated June 29, 1979
1340 S.W. Shoreline Drive
Palm City, FL 34990

ARTICLE VIII
Amendment to Articles

The members shall have the power to adopt, amend, alter,

change or repeal the Articles of Organization when proposed and approved at a members' meeting with not less than a majority vote of the members.

IN WITNESS WHEREOF, the undersigned have made and subscribe to these Articles of Organization in Melbourne, Brevard County, Florida, this 15th day of ^{FEBRUARY} ~~December~~, 1996.


Eugene L. Hood, Trustee


Charles C. Walts, Trustee


Robert M. Renfro

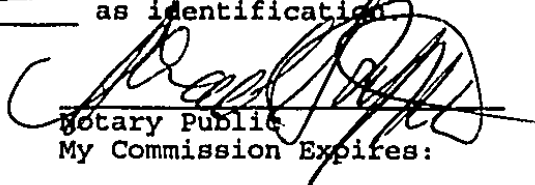

Mary R. Renfro

STATE OF FLORIDA
COUNTY OF BREVARD

15th day of February, 1996, by ROBERT M. RENFRO and MARY R. RENFRO. They are personally known to me or have produced _____ as identification.



RONALD STAFFORD
My Commission CC803030
Expires Oct. 18, 1999

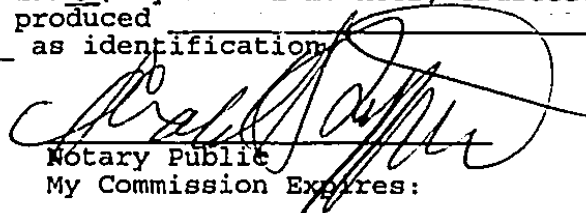

Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF BREVARD

15th day of February, 1996, by EUGENE L. HOOD, Trustee. He is personally known to me or has produced _____ as identification.

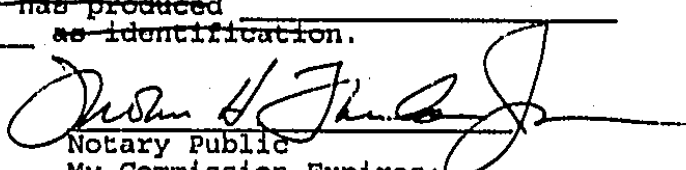


RONALD STAFFORD
My Commission CC803030
Expires Oct. 18, 1999


Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ~~BREVARD~~ MARTIN

The foregoing instrument was acknowledged before me this
31 day of JANUARY, 1996, by CHARLES C. WATTS, Trustee.
He is personally known to me ~~or has produced~~
as identification.


Notary Public
My Commission Expires:



THOMAS H. THURLOW, JR.
MY COMMISSION # CC378377 EXPIRES
June 21, 1998
BONDED THRU TROY FARM INSURANCE, INC.

AFFIDAVIT

STATE OF FLORIDA)
) ss.:
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, this date personally appeared ROBERT M. RENFRO who, being first duly sworn, on oath, deposes and states:

1. That I am a member of RRI Land Partners II, L.C.

2. Robert M. and Mary R. Renfro, Eugene L. Hood, Trustee, and Charles C. Watts, Trustee are all of the Members of RRI Land Partners, II, L.C. which shall at all times have at least two members.


3. RRI Land Partners, II, L.C. shall be capitalized as follows:

Robert M. & Mary R. Renfro	Services valued at \$50,000
Charles C. Watts, Trustee	Land valued at \$180,000
Eugene L. Hood, Trustee	Mortgage valued at \$270,000

4. This affidavit is given in compliance with Section 608.407(2), Florida Statutes.


ROBERT M. RENFRO

The foregoing instrument was acknowledged before me this 18 day of March, 1996, by Robert M. Renfro who is personally known to me.


Notary Public - Printed Name:
My Commission Expires
Commission No.:

FILED
96 MAR 12 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



SUSAN E. CASAMASSIMA
MY COMMISSION # CG 730528 EXPIRES
October 16, 1996
CO-DED TROY TROY FARM INSURANCE, INC.