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WIDE DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS INTERNATIONAL IN

DEPARTMENT OF STATE

401 OCEAN DR

STATE OF FLORIDA

SUITE 312

409 EAST GAINES STREET

MIAMI BEACH FL 33139-0000

TALLAHASSEE, FL 32399

CONTACT: JOHNNY C RODRIQUEZ

FAX: (904) 922-4000

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DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: BC HOLDINGS FLORIDA BUILDER LIMITED, L.L.C.

FAX AUDIT NUMBER: H96000004546

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TALLAHASSEE, FLORIDA

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BC Holdings, Ltd.

2426 North Federal Highway
Suite 211
Lighthouse Point, FL 33064-0049

800-945-6140
305-945-6150 (fax)

William F. Campbell

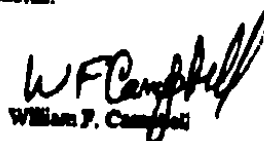
March 27, 1996

Secretary of State
Department of Corporations
State of Florida

Dear Sir/Madam:

The attached application is for the creation of "BC Holdings Florida Builder Limited, L.L.C."

There is a similarly named limited liability company named "BC Holdings Limited, L.L.C.," which was formed a month ago, and which will be the parent of the entity in the attached application. The similarity of names is intentional.


William F. Campbell

ENCLOSURE

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TALLAHASSEE, FLORIDA

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**Articles of Organization
of
BC Holdings Florida Builder Limited, L.L.C.**

EFFECTIVE DATE
3-27-96

Article I. Name

The name of the Florida limited liability company is:

BC Holdings Florida Builder Limited, L.L.C.

Article II. Duration

The Company shall be dissolved on the earlier of 30 years from the date these Articles of Organization are filed with Florida Department of State or on the occurrence of any of the events set forth in Section 605.441, Florida Statutes, unless the Company is continued by the consent of all the remaining members.

Article III. Address

The mailing address and street address of the principal office of the Company is:
**BC Holdings Florida Builder Limited, L.L.C.
3650 North Federal Highway, Suite 211
Lighthouse Point, FL 33064**

Article IV. Registered Agent

The name and address of the registered agent of the Company is:
**BC Holdings Limited, L.L.C.
3650 North Federal Highway, Suite 211
Lighthouse Point, FL 33064**

Article V. Profits and Losses. Additional Members

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to their Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. Additional members to the Company may be admitted only if all the members agree to the admission of the additional members and to the terms of admission.

Article VI. Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, becomes bankrupt, is dissolved, or on the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company may be continued only if all the remaining members consent to the continuation.

Registered Agents, Ltd.
1220 North Market Street, Suite 606
Wilmington, DE 19801
302-421-5752

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Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of all the members. If all the members do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, in the extent assigned.

Article VIII. Managing Members

The management of the Company is reserved to the members. The name and address of each managing member is:

BC Holdings Limited, L.L.C.
1650 North Federal Highway, Suite 211
Lighthouse Point, FL 33064

William F. Campbell
2326 Cynthia Lane
Lighthouse Point, FL 33064

Article IX. Membership Certificates

A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Article X. Company Existence

The Company's existence shall begin effective as of March 27, 1996.

Under the penalties of perjury, the undersigned affirms that the facts stated here are true.


BC Holdings Limited, L.L.C., Member
By: William F. Campbell, its Chief Executive Manager

Date: March 27, 1996

Registered Agents, Ltd.
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Affidavit of Capital Contributions

LIMITED LIABILITY COMPANY:
BC Holdings Florida Builder Limited, L.L.C.

The undersigned member deposes and says:

1. The above named Company has at least two members.
2. The total amount of initial cash contributed by the members is \$50.00.
3. The agreed value of property other than cash contributed by the members is zero. (If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$10,000,000 or less.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.

William F. Campbell, Jr.
BC Holdings Limited, L.L.C., Member
By: William F. Campbell, Jr.
Chief Executive Manager

Date: March 27, 1996

Registered Agents, Ltd.
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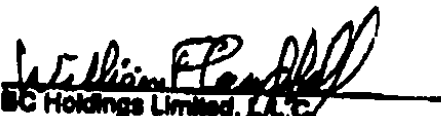
**Certificate of Designation
Registered Agent/Registered Office**

LIMITED LIABILITY COMPANY:
BC Holdings Florida Builder Limited, L.L.C.

REGISTERED AGENT:
BC Holdings Limited, L.L.C.
3880 North Federal Highway, Suite 211
Lighthouse Point, FL 33064

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the Company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


BC Holdings Limited, L.L.C.
By: William F. Campbell, Its
Chief Executive Manager

Date: March 27, 1996

Registered Agents, Ltd.
1220 North Market Street, Suite 606
Wilmington, DE 19801
312-421-5752

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