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May 29, 1996

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WRITER'S DIRECT LINE:

VIA FEDERAL EXPRESS

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

Re: Westminster/Tamarind L.C.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Organization of Westminster/Tamarind L.C. Also enclosed are two checks totalling \$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*

Karen S. Faucette  
Secretary to  
Joseph E. Resende

.ksf

Enclosures

FILED  
96 MAY 30 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUN - 5 1996

ARTICLES OF ORGANIZATION  
OF  
WESTMINSTER/TAMARIND L.C.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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/TAMARIND 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:

Westminster Homes L.C.  
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 April 15, 1996, and acknowledges same to be its act and deed.

WESTMINSTER HOMES L.C.

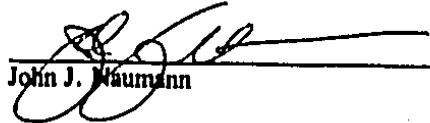
By:

  
Jeffrey J. Milton,  
Manager

CONSENT TO SERVE 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/Tamarind 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  
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared the authorized officer of Westminster Homes L.C., a Member of Westminster/Tamarind L.C., a Florida limited liability company (the "Company"), who, upon being sworn, certifies as follows:

1. The Company has two Members. They are Westminster Homes L.C. and BTS Construction Corporation.
2. The amount of capital of the Members is \$1,000 in cash.
3. The anticipated amount of any additional capital of the Members is \$-0-.

Dated as of the 15th day of April, 1996.

WESTMINSTER HOMES L.C.,  
Member

By:

Jeffrey J. Milton,  
Manager

96 MAY 10 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

STATE OF MARYLAND )  
COUNTY OF MONTGOMERY ) ss:

The foregoing instrument was acknowledged before me this 15th day of April, 1996, by Jeffrey J. Milton, a Manager of Westminster Homes L.C., a Member of Westminster/Tamarind L.C., and who is either personally known to me or who has produced \_\_\_\_\_ as form of identification.

Carolyn Bethea Smith  
Notary Public, State of Florida

My Commission Expires: \_\_\_\_\_

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