

1201 HAYS STREET
TALLAHASSEE, FL 32310-2607

800-347-8086

L96000000054



PREMIER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 989199 6475A

AUTHORIZATION : *Patricia Piquit*

COST LIMIT : \$ 337.50

RECEIVED
JUN 17 AM 11:15
DIVISION OF CORPORATION

ORDER DATE : June 17, 1996

ORDER TIME : 10:0 AM

ORDER NO. : 989199

CUSTOMER NO: 6475A

600001863826

CUSTOMER: Adele I. Stone, Esq
ATKINSON DINER STONE &
MANKUTA, P.A.
P. O. Drawer 2088

Hollywood, FL 33022-2088

DOMESTIC FILING

****RUSH/NEED TODAY*** (if possible)

NAME: TERRA BELLA L.C.

EFFECTIVE DATE: 06-14-96

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

gp
6/17/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 17 PM 12:53

EFFECTIVE DATE

10/14/96

ARTICLES OF ORGANIZATION

OF

TERRA BELLA L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN 17 PM 12:53

ARTICLE I

NAME OF COMPANY

The name of this limited liability company shall be: Terra Bella, L.C. (the "Company").

ARTICLE II

ADDRESS

The Company's mailing and street address is:

16480 N.W. 48th Avenue
Miami, Florida 33141

ARTICLE III

DURATION

The period of the Company's duration shall not exceed seventy-five (75) years from the date of filing these Articles of Organization with the Department of State and shall be as provided in the Company's Regulations. The effective date of the Company shall be June 14, 1996.

ARTICLE IV

NATURE OF BUSINESS

The general purpose for which this Company is organized is to engage in any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE V

INITIAL REGISTERED AGENT

The name and street address of the Company's initial Registered Agent is:

ADELE I. STONE, ESQUIRE
c/o Atkinson, Diner, Stone,
Black & Mankuta, P.A.
1946 Tyler Street
Hollywood, Florida 33022-2088

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company from time to time upon the terms and conditions unanimously agreed upon by the members in the manner provided by the Regulations of the Company.

ARTICLE VII

CONTINUATION OF BUSINESS

Upon 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 the Company, the Company's business shall not continue and the Company shall be dissolved in accordance with the provisions of the Florida Limited Liability Company Act, unless the remaining members unanimously agree to continue the business of the Company in the manner provided by the Company's Regulations.

ARTICLE VIII

MANAGEMENT OF THE COMPANY

The Company is to be managed by its members. The names and addresses of the managing members are as follows:

Vincent DiRosa
16480 N.W. 48th Avenue
Miami, Florida 33141

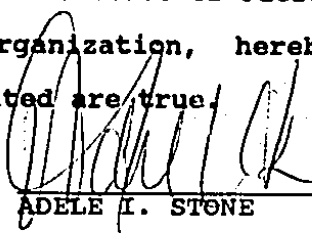
Alberto Lombardi
211 N. Record Street
Suite 325
Dallas, Texas 75202

ARTICLE IX

REGULATIONS OF THE COMPANY

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the members of the Company. The regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

THE UNDERSIGNED, the authorized representative of the members of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.


ADELE I. STONE

(SEAL)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, as the authorized representative of the members of Terra Bella, L.C. (the "Company"), who upon being duly sworn, certifies the following:

1. The Company has at least two (2) members.

2. As of the date hereof, the amount of cash contributions to the Company made by members is as follows:

\$ -0-

3. The anticipated amount of additional cash contributions to the Company made by the members is as follows:

\$ 1,000,000.00

4. Each member has contributed to the Company his interest in real property located in Lee County, Florida at 11521 Andy Rosse Lane, Captiva Island, Florida, the agreed value for each member's interest in such property being as follows:

a. Vincent DiRosa \$573,297.00

b. Alberto Lombardi \$825,000.00

5. The total amount of cash or property anticipated to be contributed by members is \$2,398,297.00.

FURTHER AFFIANT SAYETH NOT.

[Signature]
ADELE I. STONE

Date: June 14, 1996

STATE OF FLORIDA)
COUNTY OF BROWARD)

14 THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this day of June, 1996, by ADELE I. STONE to me personally known X or produced identification _____. Type of Identification produced _____



[Signature]
Name: _____
Notary Public
My Commission Expires: _____
Commission No.: _____

NOTARY PUBLIC
STATE OF FLORIDA
95 JUN 17 1996

STATE OF FLORIDA

COUNTY OF BROWARD

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 14
day of June, 1996, by ADELE I. STONE, to me personally known X
or produced identification _____. Type of identification produced



Pamela A Keith

Name: _____
Notary Public
My Commission Expires: _____
Commission No.: _____

The undersigned hereby accepts the foregoing designation as
initial Registered Agent, is familiar with, accepts and agrees to
comply with the provisions of law applicable to said designation.

Adele I Stone

ADELE I. STONE