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PLEASE REPLY TO:

Winter Haven

December 26, 1996

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

600002043046--2
-01/02/97--01008--001
****337.50 ****337.50

RE: RIDGEWOOD SHOWCASE HOMES, L.C.

Gentlemen:

Enclosed for filing please find the Articles of Organization and Affidavit of contributions for the above-referenced Florida limited liability company.

Also enclosed is a check in the amount of \$337.50 for the filing fee (\$285.00) and the cost of a certified copy (\$52.50).


If you have any questions or comments, please do not hesitate to give me a call; otherwise, please forward the certified copy to me at the above Winter Haven address.

Sincerely,



KERRY M. WILSON

:pk
Enclosures
xc: Gary Lou w/o enc.



FILED
96 DEC 31 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
RIDGEWOOD SHOWCASE HOMES, L.C.,
A Florida Limited Liability Company**

FILED
96 DEC 31 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

**ARTICLE I
Name**

The name of this Company shall be RIDGEWOOD SHOWCASE HOMES, L.C.

**ARTICLE II
Duration/Continuation**

The period of this Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all Members, or by the bankruptcy or dissolution of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member, unless the business of the Company is continued by the consent of the remaining Members, as provided in the Company's Regulations and Operating Agreement, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

**ARTICLE III
Mailing Address**

The mailing address is 101 Spanish Moss Road, Davenport, Florida, 33837. The street address is 101 Spanish Moss Road, Davenport, Florida, 33837.

**ARTICLE IV
Registered Agent and office**

The name and street address of the initial registered agent and office for this Company is as follows: Gerald E. Lou, 101 Spanish Moss Road, Davenport, Florida, 33837.

**ARTICLE V
Admission of Additional Members;
Terms and Conditions of such Admissions**

Additional Members may be admitted upon unanimous consent of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations and

Operating Agreement of this Company.

ARTICLE VI
Right to Continue Business

The remaining Members may continue the business on the bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE VII
Management of Company

The Company is to be managed by managers. The names and addresses of the managers who are to serve until the first annual meeting of Members, or until their successors are elected and qualify, are:

James R. Adams

1162 SOUTH U.S. 1
VERO BEACH, FL 32962

Joe Lewo

101 Spanish Moss Road
Davenport, Florida, 33837

Gerald E. Lou

101 Spanish Moss Road
Davenport, Florida, 33837

ARTICLE VIII
Amendment of Articles of Organization

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE IX
Regulations of Company

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members, unless vested in the Managers of the Company, by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Managers may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Managers.

ARTICLE X
Informal Action of Members

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Managers of the Company as part of its records.


ARTICLE XI
Contracting Debt

No debt shall be contracted, nor liability incurred by on behalf of this Company, except by the Managers.

ARTICLE XII
Transferability of Member's Interest

An interest of a Member of this Company may be transferred or assigned only to such extent and in the manner provided in the Regulations and Operating Agreement.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 20th day of December, 1996.

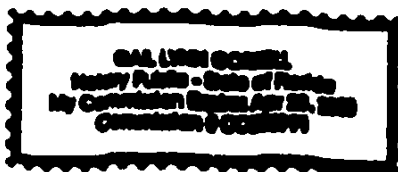



GERALD E. LOU, Authorized
Representative of J. L. Land
Development, Inc., a Member

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 20 day of December, 1996, by GERALD E. LOU, who is personally known to me or produced _____ as identification.

(SEAL)





NOTARY PUBLIC
Gail Lynn Carroll
Print Name of Notary

My Commission Expires:

AFFIDAVIT
(F.S. §608.407(2))

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority personally appeared GERALD E. LOU, an authorized representative of a Member, J. L. LAND DEVELOPMENT, INC., who on oath says:


1. That he is an authorized representative of a Member of RIDGEWOOD SHOWCASE HOMES, L.C., a Florida limited liability company.

2. That RIDGEWOOD SHOWCASE HOMES, L.C., has at least two Members.

3. The amount of the cash contributed by the Members is \$2,000.00.

4. The amount anticipated to be contributed by the Members is \$2,000.00.

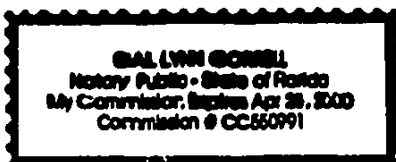
FURTHER AFFIANT SAYETH NAUGHT.

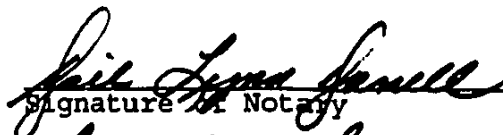


GERALD E. LOU, Authorized
Representative of a Member, J. L.
LAND DEVELOPMENT, INC.

SWORN TO AND SUBSCRIBED before me this 20 day of December, 1996, by GERALD E. LOU, who is personally known to me or who has produced _____ as identification.

(AFFIX SEAL)





Signature of Notary
GAIL LYNN CORRELL
Print, Type or Stamp
Commissioned Name of Notary Public

Having been named as Registered Agent and to accept service of process for the above-stated limited liability company, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with the accept the obligations of my position as Registered Agent.

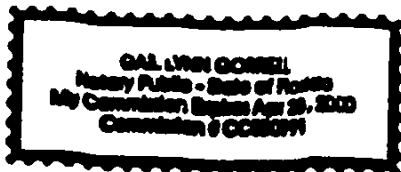

GERALD E. LOU

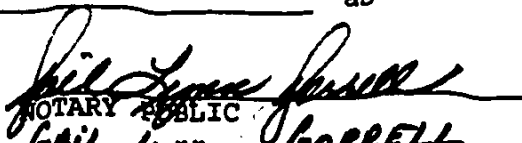
FILED
96 DEC 31 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 20 day of December, 1996, by GERALD E. LOU, who is personally known to me or produced identification. as

(SEAL)




NOTARY PUBLIC
Gail Lynn GORRELL
Print Name of Notary

My Commission Expires: