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FROM: RUDNICK & WOLFE
CONTACT: JUDITH E COVEY
PHONE: (813)229-2111

ACCT#: 076424002364

FAX #: (813)229-1447

NAME: CENTEX ROONEY/HLM CORRECTIONAL DESIGN BUILD
AUDIT NUMBER.....H97000002548
DOC TYPE.....LIMITED LIABILITY COMPANY
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CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1997

RUDNICK & WOLFE

SUBJECT: CENTEX ROONEY/ELM CORRECTIONAL DESIGN BUILDERS, LC.
REF: H97000003533

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan
Document Specialist

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RUDNICK & WOLFE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000002548

**ARTICLES OF ORGANIZATION
OF
CENTEX ROONEY/HLM CORRECTIONAL DESIGN BUILDERS, LC**

The undersigned Member signs these Articles of Organization and forms a limited liability company (the "Company") under the Florida Limited Liability Company Act (the "Act"), as follows:

**ARTICLE I
Name**

The name of the Company is: Centex Rooney/HLM Correctional Design Builders, LC.

**ARTICLE II
Duration**

The Company's existence will begin upon filing of these Articles of Organization with the Florida Department of State and will continue until December 31, 2027, unless sooner terminated pursuant to its Regulations or law.

**ARTICLE III
Address**

The mailing address and street address of the principal office of the Company is: 9025 Boggy Creek Road, Orlando, Florida 32824.

**ARTICLE IV
Initial Registered Office and Agent**

The street address of the initial registered office of the Company is 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is Cynthia A. Henderson.

Prepared by: Cynthia A. Henderson
Florida Bar No. 0502014
Rudnick & Wolfe
101 E. Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

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ARTICLE V
Members Right to Continue Business

In the event of the insolvency, bankruptcy or reorganization under the bankruptcy laws, or assignment for the benefit of creditors by any Member or the withdrawal of a Member, the Company will not dissolve and terminate.

ARTICLE VI
Management

The Company is to be managed by the Members and the names and addresses of the managing members are:

Hansen, Lind, Meyer Architects
800 North Magnolia Avenue
Suite 1100
Orlando, Florida 32803

Centex Rooney Construction Company, Inc.
6300 N.W. 5th Way
Fort Lauderdale, Florida 33309

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Member or authorized representative of a Member has executed these Articles of Organization on February ~~12~~ 1997.


CYNTHIA A. HENDERSON

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above-stated Company, at the place designated in these Articles of Organization. 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 and accept the obligations of my position as registered agent.

Dated: February ~~12~~ 1997

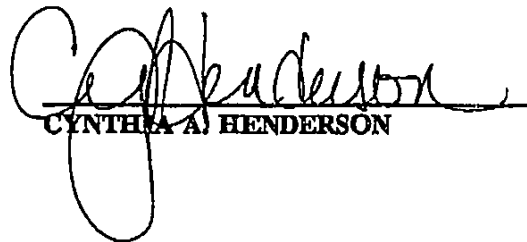

CYNTHIA A. HENDERSON

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a Member of CENTEX ROONEY/HLM CORRECTIONAL DESIGN BUILDERS, LC (the "Company") deposes and says:

1. The Company has at least 2 members.
2. The total amount of cash contributed by the Members is \$1,000
3. If any, the agreed value of property other than cash contributed by Members is -0-
4. The amount of cash or property anticipated to be contributed by Members is -0-
5. The total amount of 2, 3 and 4 is \$1,000

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit by an authorized representative of a Member constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


CYNTHIA A. HENDERSON

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