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Law Office

of

Robert Lee Ratliff III, P.A.

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April 22, 1997

Return to
R L Ratliff

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street
Suite 200
Tallahassee, Florida 32301

FILED
97 APR 25 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via Federal Express

Re: McClellan Florida Limited Liability Company

Gentlemen:

Please find enclosed:

1. Two (2) original copies of the Articles of Organization for McClellan Florida Limited Liability Company.
2. Two (2) Affidavits with copy of Articles of Organization attached.
3. A check in the amount of \$337.50, made payable to the Secretary of State for filing fees and a certified copy.
4. A check in the amount of \$10.00 made payable to Attorneys' Title Insurance Fund, Inc. to cover said fee.

You are hereby requested to file the enclosed Articles of Organization with the Secretary of State, fax us a copy of the confirmation page, and mail the certified copy to this office.

Your assistance in this matter is greatly appreciated.

Sincerely yours,

Janeen M. Eberle
Legal Assistant

K.M. APR 25 1997

enclosures

A F F I D A V I T

STATE OF FLORIDA

COUNTY OF LEE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared WILLIAM J. McCLELLAN, who upon being duly sworn, deposed, and says:

1. That I am over eighteen years of age, competent to make this affidavit and have personal knowledge of the facts stated in this affidavit.

2. That all the facts stated in this affidavit are true and correct.


3. That I, WILLIAM J. McCLELLAN, am one of the members of McCLELLAN FLORIDA LIMITED LIABILITY COMPANY.

4. A copy of the Articles of Organization of McCLELLAN FLORIDA LIMITED LIABILITY COMPANY is attached hereto.

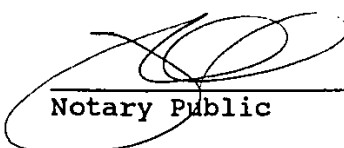
5. McCLELLAN FLORIDA LIMITED LIABILITY COMPANY has at least two (2) members.

6. Five Hundred (\$500.00) Dollars is the amount of cash contributed by the members of McCLELLAN FLORIDA LIMITED LIABILITY COMPANY.

7. No property other than cash has been contributed by the members of McCLELLAN FLORIDA LIMITED LIABILITY COMPANY. No additional cash nor other property is anticipated to be contributed by the members to McCLELLAN FLORIDA LIMITED LIABILITY COMPANY.


WILLIAM J. McCLELLAN

SWORN TO AND SUBSCRIBED before me under oath by WILLIAM J.
McCLELLAN who is personally known to me or who has produced his
driver's license as identification on the 22nd day of April, 1997.



Notary Public

My Commission Expires:



ARTICLES OF ORGANIZATION
OF
McCLELLAN FLORIDA LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby form a limited liability company pursuant to the laws of the State of Florida.

ARTICLE I

NAME

The name of this limited liability company shall be McCLELLAN FLORIDA LIMITED LIABILITY COMPANY.

ARTICLE II

DURATION

This limited liability company is to exist perpetually.

ARTICLE III

NATURE, PURPOSES AND POWERS

The general nature and purpose of the business or businesses to be transacted and which this limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of this limited liability company, shall be as follows:

1. To engage or transact in any lawful activity or business.
2. To carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of

Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of this limited liability company's powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid,

assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature and purpose of the business or businesses to be transacted by this limited liability company shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by the reference to or inference from the terms of any other clause. They shall each be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit this limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not,

under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE IV

MAILING ADDRESS AND STREET ADDRESS OF PRINCIPAL OFFICE

The mailing address and street address of the principal office of this limited liability company shall be 2340 Periwinkle Way, Suite J-3, Sanibel Island, Lee County, State of Florida.

ARTICLE V

NAME AND STREET ADDRESS OF INITIAL REGISTERED AGENT

The name and street address of the initial Registered Agent of this limited liability company shall be:

WILLIAM J. McCLELLAN

2340 Periwinkle Way
Suite J-3
Sanibel Island, Florida 33957

ARTICLE VI

RESTRICTIONS ON MEMBERSHIP

This limited liability company shall have the right to admit new members by unanimous written consent of all the existing members. Contributions required of new members shall be determined by the unanimous vote of all the existing members as of the time of admission of the new members to this limited liability 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 this limited liability company, the remaining members shall have the right to continue the business of this limited liability company upon unanimous written consent of the remaining members.

ARTICLE VIII

MANAGEMENT

Management of this limited liability company is reserved to its members, whose name and address are as follows:

WILLIAM J. MCCLELLAN
2340 Periwinkle Way
Suite J-3
Sanibel Island, FL 33957

MANOR HOMES, INC.
2340 Periwinkle Way
Suite J-3
Sanibel Island, FL 33957

ARTICLE IX

PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of this limited liability company business that remain after the payment of the expenses of conducting the business of this limited liability company in the

proportion that is unanimously agreed upon, in writing, by the members.

(b) Losses. All losses that occur in the operation of this limited liability company business shall be paid out of the capital of this limited liability company and/or the profits of this limited liability company.

The undersigned, WILLIAM J. McCLELLAN, being one of the original members of McCLELLAN FLORIDA LIMITED LIABILITY COMPANY, hereby certify that the foregoing constitutes the Articles of Organization of McCLELLAN FLORIDA LIMITED LIABILITY COMPANY.

Executed by WILLIAM J. McCLELLAN at Sanibel Island, Florida, on the 22nd day of April, 1997.


WILLIAM J. McCLELLAN

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

WILLIAM J. McCLELLAN having been designated as the Registered Agent in the above and foregoing Articles of Organization of McCLELLAN FLORIDA LIMITED LIABILITY COMPANY, states that he is a resident of the state of Florida, his street address is identical with the mailing and street address of this limited liability

company and he is familiar with and accepts the obligations of the position of Registered Agent of McCLELLAN FLORIDA LIMITED LIABILITY COMPANY.


WILLIAM J. McCLELLAN

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