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LAW OFFICES

**HOEQUIST, HAND & SPARKS**

*An Association of Attorneys & Professional Associations  
Not A Partnership*

**CHARLES E. HOEQUIST, P.A.**

3101 Maguire Blvd., Suite 101  
Orlando, FL 32803  
Phone: 407/896-5440  
FAX: 407/896-5443

**RONALD M. HAND, P.A.  
JEFFREY C. SPARKS, P.A.**

418 W. Bryan Street  
Kissimmee, FL 32741  
Phone: 407/846-6133  
FAX: 407/846-3664

January 15, 1997

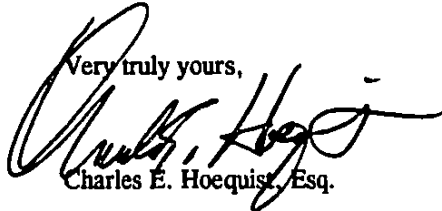
Department of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

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-01/22/97--01043--001  
\*\*\*\*377.50 \*\*\*\*377.50

Gentlemen:

I enclose herewith Articles of Organization of SUNSET DEVELOPMENT ENTERPRISES, L.C. I also enclose herewith check from my client in the amount of \$377.50. It is not mandatory that I have a certified copy of the Articles of Organization. Thanking you in advance for your courtesies, I am

Very truly yours,



Charles E. Hoequist, Esq.

CEH:cm

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -9 PM 4:31

W97-1841  
affidavit  
5/9

LAW OFFICES

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May 6, 1997

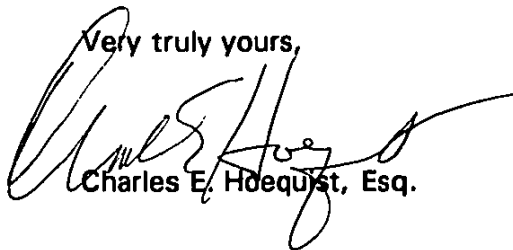
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Sunset Development Enterprises, L.C.  
Ref. No. W97000001841

Gentlemen:

Enclosed is my Affidavit with exhibit, along with the original Articles of Incorporation for the referenced corporation. It is my understanding you are retaining my check in the amount of \$377.50 for the filing fee.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Charles E. Hoequist', is written over the typed name.

Charles E. Hoequist, Esq.

CEH:sp



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

January 24, 1997

**HOESQUEST HAND & SPARKS  
% CHARLES E HOEQUIST, JR.  
3101 MAGUIRE BLVD. SUITE 101  
ORLANDO, FL 32803**

**SUBJECT: SUNSET DEVELOPMENT ENTERPRISES, L.C.  
Ref. Number: W97000001841**

We have received your document for SUNSET DEVELOPMENT ENTERPRISES, L.C. and check(s) totaling \$377.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 697A00003791

**ARTICLES OF ORGANIZATION  
OF  
SUNSET DEVELOPMENT ENTERPRISES, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be SUNSET DEVELOPMENT ENTERPRISES, L.C. ("Company"). The principal place of business of the Company in Florida shall be P.O. Box 150848, Altamonte Springs, FL 32715.

**ARTICLE II - DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 2026, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III - PURPOSES AND POWERS**

The general purpose for which the Company is organized is for real estate development and allied matters without limitation, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Charles E. Hoequist, Esq., 3101 Maguire Blvd., Suite 101, Orlando, FL 32803.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

**ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

**ARTICLE VII - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VII - TERMINATION OF EXISTENCE

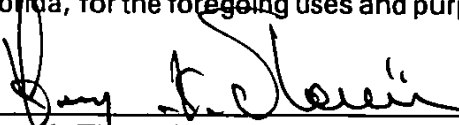
The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.


#### ARTICLE IX - MANAGEMENT

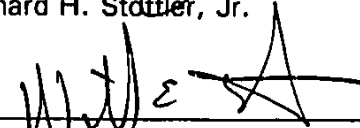
The Company shall be managed by the members in accordance with regulations adopted by the members of the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization. The names and addresses of the members of the company are

NAME	ADDRESS
Henry K. Thevenin	1310 W. Colonial Drive, Suite 29 Orlando, FL 32804
Richard H. Stottler, Jr.	8680 North Atlantic Avenue Cape Canaveral, FL 32920
William E. Starmer	336 North Orange Avenue Orlando, FL 32801

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Orlando, Florida, for the foregoing uses and purposes, this 26 day of December, 1996.

  
Henry K. Thevenin

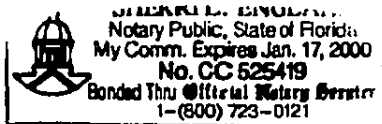
  
Richard H. Stottler, Jr.

  
William E. Starmer

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me personally appeared HENRY K. THEVENIN, to me well known to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to the law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 26  
day of December, 1996

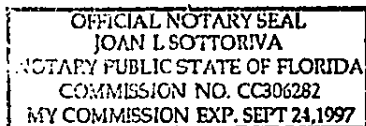


Sherie L. England  
Notary Public, State of Florida.

STATE OF FLORIDA  
COUNTY OF Brevard

Before me personally appeared RICHARD H. STOTTLER, JR., to me well known to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to the law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 7  
day of January, 1997.

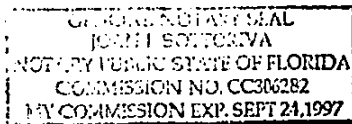


Joan L. Sottoriva  
Notary Public, State of Florida.

STATE OF FLORIDA  
COUNTY OF Brevard

Before me personally appeared WILLIAM E. STARMER, to me well known to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to the law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 7  
day of January, 1997.



John I. Sotterova  
Notary Public, State of Florida.

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of SUNSET DEVELOPMENT ENTERPRISES, L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

Charles E. Hoequist  
Charles E. Hoequist, Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**AFFIDAVIT**

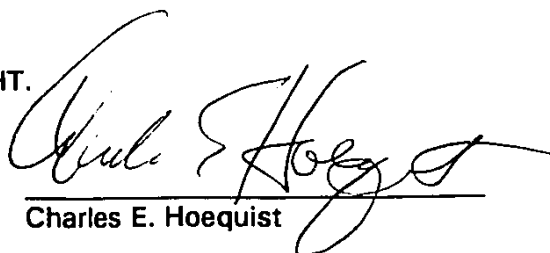
BEFORE ME, the undersigned, duly authorized to administer oaths, personally appeared, Charles E. Hoequist, who upon oath, duly swears:

1. Affiant is the attorney for and familiar with the financial structure of SUNSET DEVELOPMENT ENTERPRISES, L.C., Florida Department of State reference number W97000001841.

2. Affiant hereby declares that SUNSET DEVELOPMENT ENTERPRISES, L.C. has not less than two members.

3. That SUNSET DEVELOPMENT ENTERPRISES, L.C. members have contributed real property as set forth in exhibit "A" attached to the Articles of Organization of SUNSET DEVELOPMENT ENTERPRISES, L.C. with an agreed upon value of not less than \$700,000.

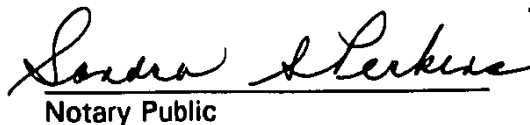
FURTHER AFFIANT SAYETH NAUGHT.

  
Charles E. Hoequist

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of May, 1997 by Charles E. Hoequist who is (are) personally known to me or who has (have) produced \_\_\_\_\_ as identification and who did take an oath.

  
Notary Public

My Commission Expires

 SANDRA S. PERKINS  
COMMISSION # CC 488111  
EXPIRES SEP 24, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

97 MAY -9 PM 1:38  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS



PROPERTY NORTHERLY OF ROUTE NATIONALE # 1  
 AB N 35°23'46" E. 1608.98 M. BC S 47°50'44" E 1127.76 M.  
 CD S 35°23'46" W 228.60 M. DE S 85°45'07" W 450.43 M.  
 EF S 35°23'46" W 1181.92 M. FG N 32°45'43" W 262.75 M.  
 GH N 33°14'26" W 166.16 M. HI N 41°16'09" W 306.96 M.  
 IJ N 60°12'46" W 76.14 M. THUS THE LAND IS MEASURED,  
 ENCLOSED BETWEEN THE LETTERS ABCDEFGHIJ OF MY PLAN  
 CONTAINS 1,409,388.113 SQUARE METERS MORE OR LESS  
 (15170653.648 SQUARE FEET +/-). 108 CARREAUX, 49 ARES  
 5 CENTIARES MORE OR LESS (348.27 ACRES +/-).

PROPERTY SOUTHERLY OF ROUTE NATIONALE # 1.  
 KL S 32°45'43" E 154.25 M. LM S 46°35'27" E 83.96 M.  
 MN S 64°39'54" E 142.92 M. NO S 69°38'30" E 102.74 M.  
 OP S 62°48'52" E 109.78 M. PO S 49°56'26" E 71.41 M.  
 QR S 44°37'12" E 103.41 M. RS S 31°07'59" E 107.13 M.  
 ST S 41°29'54" W 1024.8 M +/- TO THE WATERS OF THE  
 GOLFE DE LA GONAVE, THENCE N 12° W, ALONG THE SAID  
 WATERS OF THE GOLFE DE LA GONAVE, 4275.8 M +/-.  
 TU N 65°16'55" E 280.27 M. THUS THE LAND IS MEASURED,  
 ENCLOSED BETWEEN THE LETTERS KLMNOPQRST OF MY PLAN  
 CONTAINS 578,270.109 SQUARE METERS MORE OR LESS  
 (6224499.450 SQUARE FEET +/-). 44 CARREAUX, 51 ARES  
 55 CENTIARES MORE OR LESS (142.89 ACRES +/-).

*EXHIBIT A*

FILED  
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 DIVISION OF CORPORATIONS  
 97 MAY -9 PM 4:31