



THE UNITED STATES
CORPORATION
COMPANY

L97000001334

ACCOUNT NO. : 072100000032

REFERENCE : 614124 4344517

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 285.00

FILED
97 NOV 26 PM 3:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : November 25, 1997

ORDER TIME : 10:48 AM

ORDER NO. : 614124-005

CUSTOMER NO: 4344517

400002357734--5

CUSTOMER: Karen Joffrion, Corp Paralegal
CENTEX CORPORATION

2728 North Harwood
Mailroom/no. 209
Dallas, TX 75201

DOMESTIC FILING

NAME: CENTEX DEVELOPMENT I, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

L97000026662

(7)

BK
11/26/97
RECEIVED
97 NOV 26 AM 11:27
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 26, 1997

KAREN ROZAR
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: CENTEX DEVELOPMENT I, LLC
Ref. Number: W97000026662

RESUBMIT

Please give original
submission date as file date.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for CENTEX DEVELOPMENT I, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The Registered Agent **MUST SIGN** the Acceptance Statement on the Designation Page.

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 (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 697A00056530

RECEIVED
97 NOV 26 PM 2:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

ARTICLES OF ORGANIZATION
OF
CENTEX DEVELOPMENT 1, LLC

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, pursuant to the Florida Statutes governing limited-liability companies, hereby adopt the following Articles of Organization for a limited-liability company:

ARTICLE I
NAME

The name of the limited-liability company is Centex Development 1, LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is 11382 Prosperity Farms Road, Suite 222, Palm Beach Gardens, Florida 33410.

ARTICLE III
DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV
MEMBERS

Additional members may only be admitted upon the consent in writing of each member of the Company to the admission of the additional member.

ARTICLE V
CONTINUATION

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 Company, the remaining members may unanimously agree to continue the business of this Company

as provided in the Operating Agreement and the remaining members may purchase the terminated member's interest at book value of such interest as provided in the Operating Agreement.

ARTICLE VI MANAGEMENT

This Company shall be managed by Managers. Additional managers may be elected by the Members. The following individuals shall serve as Managers until the first annual meeting of members or until their successor or successors are elected and qualified:

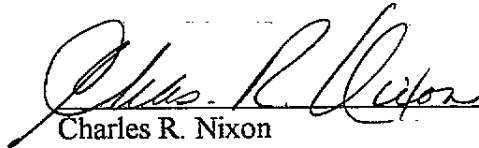
<u>Name</u>	<u>Address</u>
Edward A. Whitley	2620 Elm Hill Pike, Suite 400 Nashville, Tennessee 37214
Roger Pitts	11382 Prosperity Farms Road, Suite 222 Palm Beach Gardens, Florida 33410
Joseph M. Stephens	2620 Elm Hill Pike, Suite 400 Nashville, Tennessee 37214
Charles Cole	135 West Central Blvd., Suite 400 Orlando, Florida 32801
Charles R. Nixon	3710 Rawlins, Suite 1300 Dallas, Texas 75219

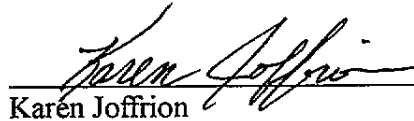
ARTICLE VII CONTRIBUTIONS

A member may only demand cash in return for his or its contribution to capital but the Company may require a member to accept cash, property, promissory notes or any combination thereof in return for the member's contribution to capital.

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IN WITNESS WHEREOF, we have hereunto set our hands this 25th day of November, 1997.


Charles R. Nixon


Karen Joffrion

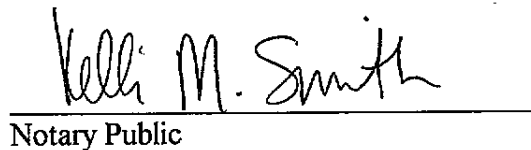
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97 NOV 26 PM 3:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF TEXAS

COUNTY OF DALLAS

This instrument was acknowledged before me on this 25th day of November, 1997, by Charles R. Nixon.

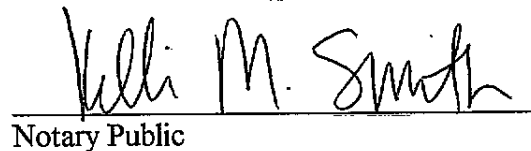



Notary Public

STATE OF TEXAS

COUNTY OF DALLAS

This instrument was acknowledged before me on this 25th day of November, 1997 by Karen Joffrion.


Notary Public




AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____
CENTEX DEVELOPMENT 1, LLC deposes and says:

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TALLAHASSEE FLORIDA

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 5,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 5,000
This total includes amounts from 2 and 3 above.



Charles R. Nixon
Signature of a member or authorized representative of a member.

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

CENTEX DEVELOPMENT 1, LLC

2. The name and address of the registered agent and office is:

Corporation Service Company

(NAME)

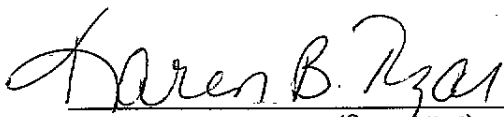
1201 Hays Street

(P. O. Box NOT ACCEPTABLE)

Tallahassee, Florida 32301

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.



(SIGNATURE)

11-26-97

(DATE)

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TALLAHASSEE, FLORIDA

Filing Fee: \$ 35 for Designation of Registered Agent