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NAME: CELEBRATION HOMES CONSTRUCTION, L.C.
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ARTICLES OF ORGANIZATION

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OF

CELEBRATION HOMES CONSTRUCTION, L.C.

The undersigned acting as organizer of CELEBRATION HOMES CONSTRUCTION, L.C., under the Florida Limited Liability Company Act, adopt the following Articles of Organization for said limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be CELEBRATION HOMES CONSTRUCTION, L.C., (the "LLC").

ARTICLE II
DURATION

This LLC shall exist perpetually, unless dissolved according to law or as set forth in the LLC's Operating Agreement.

ARTICLE III
PURPOSE

The LLC is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in the LLC's Operating Agreement.

ARTICLE IV
BUSINESS ADDRESS AND REGISTERED AGENT

The address of the place of business and mailing address in this State of the LLC shall be 949 Clint Moore Road, Boca Raton, FL 33487. The name and address of the LLC's initial registered agent shall be Quincy R. Johnson III, located at 949 Clint Moore Road, Boca Raton, FL 33487.

Prepared by:
Philip H. Forbes, Esq.
BUTZEL LONG, P.C.
Suite 411
1200 North Federal Highway
Boca Raton, FL 33432
(561) 368-2151
Bar #0180356

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ARTICLE V
MEMBERS AND CONTRIBUTIONS

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(a) The following are the members of the LLC and their initial contribution:

Quincy R. Johnson III	\$700.00
Richard Greco	\$300.00

(b) The members have not agreed to make any additional contributions, but may agree to do so in the future upon the terms and conditions set forth in the Operating Agreement of the LLC.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the LLC upon the majority consent of all members in proportion to their contributions to the capital of the LLC, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the member, in writing and then only upon the condition that a new member be bound by and become party to the Operating Agreement of the LLC.

ARTICLE VII
DISSOLUTION, CONTINUATION

The members shall have the right to continue the LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the LLC, so long as the remaining members agree to continue the LLC.

ARTICLE VIII
MANAGEMENT

The LLC is to be managed by a Manager or Managers. The name and address of the initial Manager of the LLC who shall serve as Manager until a successor is elected and qualified is:

Quincy R. Johnson III
949 Clint Moore Road
Boca Raton, FL 33487

The Manager may be removed and replaced by the members, as provided in the Operating Agreement of the LLC. The Manager shall hold the offices and have the responsibilities accorded to him by the members as set out in the Operating Agreement of the LLC.

ARTICLE IX
ADDITIONAL PROVISIONS

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(a) All members of the LLC shall be entitled to vote on matters relating to the LLC in proportion to their contributions to the capital of the LLC, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members unless as otherwise set forth in the Operating Agreement of the LLC.

(b) Management decisions shall be made by majority vote of the members in proportion to their contributions to the capital of the LLC, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

(c) The effective date of this limited liability company shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 15 day of December, 1997.

By: 

Quincy R. Johnson III,
Organizer

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of CELEBRATION HOMES CONSTRUCTION, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$1,000.00.
3. If any, the agreed value of personal property other than cash contributed by member(s) is \$-0-.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00. This total includes amounts from 2 and 3 above.

This Affidavit has been executed in accordance with '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.

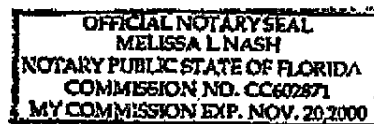

Quincy R. Johnson III

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Quincy R. Johnson III, to me known to be the persons described in and who executed the foregoing Articles of Organization of CELEBRATION HOMES CONSTRUCTION, L.C., and they acknowledged before me that he subscribed to these Articles of Organization.

15 WITNESS my hand and official seal in the County and State named above, this day of December, 1997.


Notary Public
My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

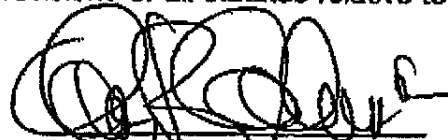
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In compliance with Section 608.415 and 608.507, Florida Statutes, the following is submitted:

That CELEBRATION HOMES CONSTRUCTION, L.C., desiring to organize under the laws of the State of Florida, with its principal place of business at 949 Clint Moore Road, Boca Raton, FL 33487 has named Quincy R. Johnson III, located at 949 Clint Moore Road, Boca Raton, FL 33487 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Quincy R. Johnson III

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