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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Rex Quality Development LC

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Ordered By: _____

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ARTICLES OF ORGANIZATION
OF
REX QUALITY DEVELOPMENT, L.C.

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ARTICLE I
NAME

The name of this Limited Liability Company shall be REX QUALITY DEVELOPMENT, L.C.

ARTICLE II
DURATION

This Limited Liability Company shall exist for a period of Thirty (30) years from the date of filing with the Secretary of State of the State of Florida.

ARTICLE III
PURPOSE

This Limited Liability Company is organized for the purpose of conducting all lawful business, including but not limited to, planning, developing, and building residential and commercial developments in Central Florida.

ARTICLE IV
PLACE OF BUSINESS

The place of business of this Limited Liability Company shall be at the following street address: 1413 Covington Court, Lake Wales, Florida 33853, and such other place or places as the members from time to time may determine, and the mailing address of this Limited Liability Company shall initially be at the following address: P.O. Box 629, Lake Wales, Florida 33859-0629.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the Limited Liability Company shall be ROBERT REX. The initial registered office address shall be 1413 Covington Court, Lake Wales, Florida 33853, in Polk County, Florida.

ARTICLE VI
CAPITAL CONTRIBUTION

The initial amount of cash capital contributions is \$51,306.00, and the anticipated cash capital contributions are \$1,861,466.00, which will be contributed by the members.

ARTICLE VII
MANAGEMENT

The Limited Liability Company will be managed by an initial Manager. ROBERT REX shall serve as initial Manager until the first organizational meeting of members or until their successors are elected and qualify. The name and address of the initial Manager is:

ROBERT REX
1413 Covington Court
Lake Wales, Florida 33853.

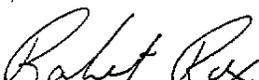
ARTICLE VIII
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: No additional members are to be admitted as members of the company except by the unanimous vote of the subscribers.

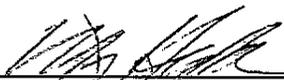
ARTICLE IX
MEMBERS RIGHTS TO CONTINUE BUSINESS

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 the company, the remaining member or members, may, by consent in writing, continue the business of the company.

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE ARTICLES OF ORGANIZATION ON THE 17TH DAY OF MAY , 1997.

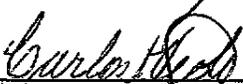


ROBERT REX, Manager and Member



WILL HEDDON, Member

JARES, S.A.
(a Costa Rican Corporation)



CARLOS FEOLI, President

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R.F.V. DE COSTA RICA, S.A.
(a Costa Rican Corporation)

Adriano Feoli
ADRIANO FEOLI, President

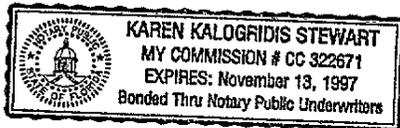
AMAFETE SOCIEDAD ANONIMA
(a Costa Rican Corporation)

Adriano Feoli
ADRIANO FEOLI, Attorney In
Attorney in Fact Pursuant to
Special Power of Attorney
Dated February 27, 1997

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was signed before me this 17th day of May, 1997 by ROBERT REX, individually, WILL HEDDON, individually, CARLOS FEOLI, as President of JARES, S.A., a COSTA RICAN corporation, ADRIANO FEOLI, as President of R.F.V. DE COSTA RICA, S.A., a COSTA RICAN corporation, and ADRIANO FEOLI, as Attorney in Fact Pursuant to Special Power of Attorney Dated February 27, 1997 of AMAFETE SOCIEDAD ANONIMA, a COSTA RICAN corporation, who personally appeared before me, who are known to me to be the persons who executed the foregoing Articles of Organization and are personally known to me.

(S E A L)



Karen Kalogridis Stewart

NOTARY PUBLIC, STATE OF FLORIDA
PRINTED NAME: KAREN KALOGRIDIS STEWART
COMMISSION NUMBER: CC 322671
COMMISSION EXPIRES: 11-13-97

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REGISTERED AGENT ACCEPTANCE

Having been name as registered agent, to accept service of process for **REX QUALITY DEVELOPMENT, L.C.**, at the place designated, I hereby accept the appointment as Registered Agent, and state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent.

Dated May 17, 1997.



ROBERT REX, REGISTERED AGENT

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR REX QUALITY DEVELOPMENT, L.C.

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day before me, the undersigned Notary Public, authorized in the State and County named above to administer oaths, personally appeared the undersigned, who, after being by me first duly sworn, says upon oath:

1. This Affidavit relates to REX QUALITY DEVELOPMENT, L.C., a Florida limited liability company;

2. That REX QUALITY DEVELOPMENT, L.C., a Florida limited liability company, has five (5) members as follows:

ROBERT REX;

WILL HEDDON;

JARES, S.A.;

R.F.V. DE COSTA RICA, S.A.; and

AMAFETE SOCIEDAD ANONIMA.

3. That the initial cash contribution of the members is \$51,306.00;

4. That the cash amount anticipated to be contributed by the members is \$1,861,466.00;

5. That this Affidavit is to comply with Section 608.407(2) of the Florida Limited Liability Company Act of the Florida Statutes;

6. Affiants state that they are familiar with the nature of an oath; and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiants further certify that they have read the full facts of this Affidavit, and understand its content.

Signed, Sealed and Delivered
in the Presence of:

Roxie D. Henderson

(Witness)

Roxie D. Henderson
(Printed Name of Witness)

Betty Ann Clark

(Witness)

Betty Ann Clark
(Printed Name of Witness)

Robert Rex

BY: ROBERT REX
AS: Manager and Member

Mailing Address:
1413 Covington Court
Lake Wales, Florida 33853

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STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was signed before me this 17th day of May, 1997 by ROBERT REX, who personally appeared before me, who is known to me to be the person who executed the foregoing Articles of Organization and is personally known to me.

(S E A L)



Betty Ann Clark

NOTARY PUBLIC, STATE OF FLORIDA
PRINTED NAME: *Betty Ann Clark*
COMMISSION NUMBER: *CC 591223*
COMMISSION EXPIRES: *Jan. 18, 2001*

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