



**THE UNITED STATES
CORPORATION
COMPANY**

L98000000400

ACCOUNT NO. : 072100000032

REFERENCE : 760269 4392748

AUTHORIZATION :

COST LIMIT : ~~\$293.75~~ *prepaid*

ORDER DATE : March 30, 1998

ORDER TIME : 11:40 AM

ORDER NO. : 760269-005

CUSTOMER NO: 4392748

CUSTOMER: Gary W. Peal, Esq
NELSON HESSE

2070 Ringling Boulevard

Sarasota, FL 34237

200002471942--7
-03/30/98-01036-009
****293.75 ****293.75

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98 MAR 30 PM 2:40

DOMESTIC FILING

NAME: THE SUTTON GROUP, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

9

Name	PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	
Availability	CERTIFIED COPY	
Document	XX	PLAIN STAMPED COPY
Examiner	XX	CERTIFICATE OF GOOD STANDING
Updater	CONTACT PERSON: Jeanine Glisar	
Updater	EXAMINER'S INITIALS:	
Verifier		
Acknowledgement	DCC	
W. P. Verifier	DCC	

3/30/98

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W980000007012



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 30, 1998

JEANINE GLISAR
CSC
TALLAHASSEE, FL 32301

SUBJECT: THE SUTTON GROUP, L.L.C.
Ref. Number: W98000007012

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We have received your document for THE SUTTON GROUP, L.L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 798A00016849

RESUBMIT

Please give original
submission date as file date.

ARTICLES OF ORGANIZATION

OF

THE SUTTON GROUP SOUTH, L.L.C.

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The undersigned person, acting as the organizer of THE SUTTON GROUP SOUTH, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I - NAMES

The name of this limited liability company is: THE SUTTON GROUP SOUTH, L.L.C.

ARTICLE II - COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the company will commence on the date of signing of these Articles of Organization and shall continue until December 31, 2048.

ARTICLE III - PURPOSE

The company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the company is 553 Sutton Place, P. O. Box 8006, Longboat Key, Florida 34228, and the name of the company's initial registered agent at that address is LOUIS M. URSINI.

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ARTICLE V - PLACE OF BUSINESS

The mailing address and the street address of the principal office of the company is 553 Sutton Place, P. O. Box 8006, Longboat Key, Florida 34228.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

In addition to the initial capital contribution as set forth in the attached Affidavit of Membership and contributions, the members shall make additional capital contributions, from time to time, as required by the company's regulations as agreed to by all Members of the Company.

ARTICLE VII - 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 restricted solely to those members approved by the written consent of all then-existing members and upon such terms and conditions as shall be established by agreement of all then-existing members.

ARTICLE VIII - MANAGEMENT OF COMPANY

The business of the company shall be managed by a manger, and the name and address of the managers is:

Louis M. Ursini
553 Sutton Place
P. O. Box 8006
Longboat Key, Florida 34228

ARTICLE IX - REGULATIONS

The power to adopt, alter, amend, or repeal the regulations

of the company is vested exclusively in the members of company.

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ARTICLE X - ORGANIZER

The name and street address of the organizer executing these Articles of Organization is:

Louis M. Ursini
553 Sutton Place
P. O. Box 8006
Longboat Key, Florida 34228

ARTICLE XI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The company shall be dissolved 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; provided, however, that all remaining members may consent to the continuance of the company's business notwithstanding 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. Notwithstanding anything contained herein to the contrary, the company shall, at all times, have at least two Members as required by the Florida Limited Liability Company Act.

ARTICLE XII - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all the members and shall be as prescribed by the Secretary of State of the State of Florida.

EXECUTED: March 27, 1998.

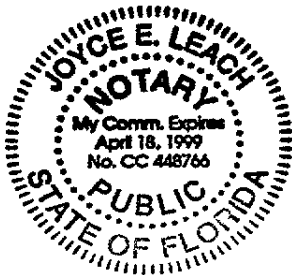
Louis M. Ursini
Louis M. Ursini, Organizer

STATE OF FLORIDA

COUNTY OF SARASOTA

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The foregoing instrument was acknowledged before me this March 27, 1998, by LOUIS M. URSINI, Organizer, on behalf of THE SUTTON GROUP SOUTH, L.L.C., a limited liability company.



Joyce E. Leach

Notary Public - State of Florida
(Print, Type or Stamp Commission
Name of Notary Public)

Personally known OR
Produced Identification ✓

Type of Identification Produced
FDL # 11625533 410240

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

STATE OF FLORIDA

COUNTY OF SARASOTA

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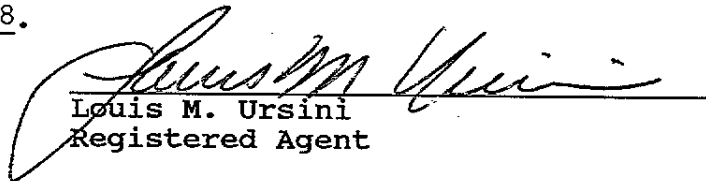
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is THE SUTTON GROUP SOUTH, L.L.C.

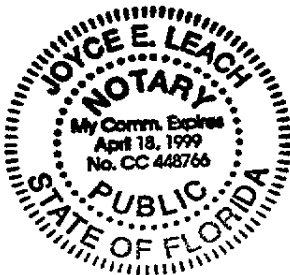
The name of the registered agent of THE SUTTON GROUP SOUTH, L.L.C., is LOUIS M. URSINI and the street address of the company's principal office where the agent is located is 553 Sutton Place, Longboat Key, Florida 34228.

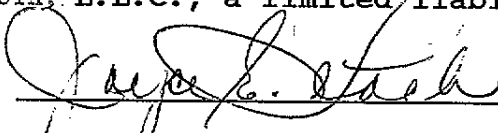
This statement is to acknowledge that, as indicated above, THE SUTTON GROUP SOUTH, L.L.C., has appointed me, LOUIS M. URSINI, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree 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.

DATED March 27, 1998.


Louis M. Ursini
Registered Agent

The foregoing instrument was acknowledged before me this March 27, 1998, by LOUIS M. URSINI, agent on behalf of THE SUTTON GROUP SOUTH, L.L.C., a limited liability company.





Notary Public - State of Florida
(Print, Type or Stamp Commission
Name of Notary Public)

Personally known _____ OR
Produced Identification ✓
Type of Identification Produced
FDL U625533410240

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF SARASOTA

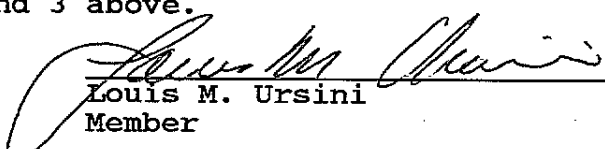
In compliance with Florida Statutes §608.407(2), the undersigned member or authorized representative of a member of THE SUTTON GROUP SOUTH, L.L.C., deposes and says:

1. The limited liability company identified above has at least two members.

2. The total amount of cash contributed by the members is \$233,000.00.

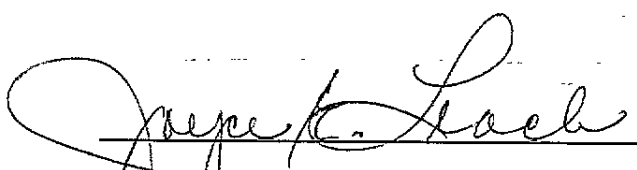
3. If any, the agreed value of property other than cash contributed by the members is \$225,000.00. A description of the property is attached as Exhibit "A" and made a part of this affidavit.

4. The total amount of cash or property anticipated to be contributed by the members is \$458,000.00. This total includes the amounts from 2 and 3 above.


Louis M. Ursini
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.

The foregoing instrument was acknowledged before me this March 27, 1998, by LOUIS M. URSINI, Member on behalf of THE SUTTON GROUP SOUTH, L.L.C., a limited liability company.


Notary Public - State of Florida
(Print, Type or Stamp Commission
Name of Notary Public)
Personally known _____ OR
Produced Identification ✓
Type of Identification Produced
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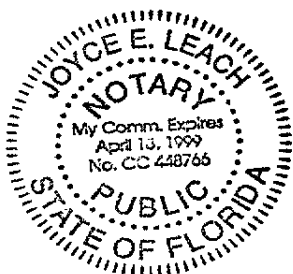


Exhibit "A" to Affidavit

Louis M. Ursini owns 2 lots in Connecticut through a corporation, RC III Development, a Connecticut Corporation. The lots are Lots 9 and 10/11 on Meghan Boulevard in Terryville, Connecticut. The Connecticut Housing & Financing Authority holds a First Mortgage in the approximate amount of \$225,000.00 on these lots and will assign the mortgage to The Sutton Group South, L.L.C. in a couple weeks.

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