



THE UNITED STATES
CORPORATION
COMPANY

L98000000478

ACCOUNT NO. : 072100.000032

REFERENCE : 783977 7142564

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 16, 1998

ORDER TIME : 10:47 AM

ORDER NO. : 783977-005

CUSTOMER NO: 7142564

CUSTOMER: Mr. Nick Roknich Iii
ROKNICH & GIBSON

Suite 901
1800 Second Street
Sarasota, FL 34236

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DOMESTIC FILING

NAME: ROSLAN PROPERTIES, L.C.

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-04/16/98--01060--024
****337.50 ****337.50

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 16 PM 4:21

RECEIVED
98 APR 16 PM 12:03
DIVISION OF CORPORATIONS

BK
4/16/98

ARTICLES OF ORGANIZATION OF
ROSLAN PROPERTIES, L.C.

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The undersigned certify that we have associated ourselves together for the purposes of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Roslan Properties, L.C., and its principal office shall be located at 1600 Stella Drive, Sarasota, Florida 34231 in the County of Sarasota, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The MAILING ADDRESS is the same as the principal office address.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any lawful business or activity.
2. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any such contracts.
3. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

Nothing contained in these Articles shall be deemed or construed as authorizing or

permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of Roslan Properties, L.C. is reserved to its two members whose names and address are as follows:

RYR PROPERTIES, INC.
1600 STELLA DRIVE
SARASOTA, FL 34231

INVESTOR HOMES, INC.
4900 BRYWELL CIRCLE
SARASOTA, FL

p98000033925

p98000001289

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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ARTICLE VI

DURATION

The date and time when the existence of the limited liability company shall commence shall be 12:01 a.m. on April 2, 1998. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

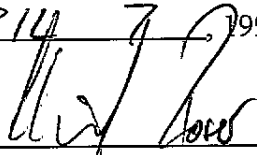
ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1800 Second Street, Suite 901, Sarasota, Florida 34236, County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is Nick Roknich, III.

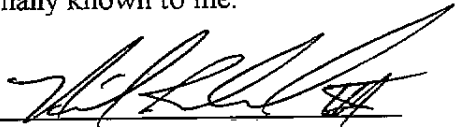
The undersigned, being a member of the limited liability company, certifies that this instrument constitutes the Articles of Organization of ROSLAN PROPERTIES, L.C.

Executed by the undersigned on APR 14 7 1998.


Miroslav Roser,
as President of RYR Properties, Inc.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 7 day of April, 1998, by Miroslav Roser, as President of RYR Properties, Inc., a member of ROSLAN PROPERTIES, L.C., a limited liability company, who is personally known to me.


Notary Public

My Commission Expires:



NICK ROKNICH, III
COMMISSION # CC 442166
EXPIRES MAR 20, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

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In compliance with FS Statute 608.407(2), the undersigned member or authorized representative of a member of Roslan Properties, 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 \$ 20,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$NONE.
4. The total amount of cash or property anticipated to be contributed by the members is \$ 20,000.00. This total includes the amounts from 2 and 3 above.


Miroslav Roser,
as President of RYR Properties, Inc.

STATE OF FLORIDA
COUNTY OF SARASOTA

This foregoing instrument was acknowledged before me this 7 day of April, 1998, by Miroslav Roser, as president of RYR Properties, Inc., a member of ROSLAN PROPERTIES, L.C., a limited liability company who is personally known to me.


Notary Public

My Commission Expires:



NICK ROKNICH, III
COMMISSION # CC 442166
EXPIRES MAR 20, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

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