

FAULKNER, GARMHAUSEN, KEISTER & SHENK

A LEGAL PROFESSIONAL ASSOCIATION

COURTVIEW CENTER - SUITE 300

100 SOUTH MAIN AVENUE

SIDNEY, OHIO 45365

(937) 492-1271

TELECOPIER: (937) 498-1306

MINSTER, OHIO
(419) 628-3677

HARRY N. FAULKNER
JOHN M. GARMHAUSEN
RALPH F. KEISTER
JAMES R. SHENK
MICHAEL A. STAUDT
JAMES L. THIEMAN
THOMAS J. POTTS
WILLIAM E. LANG
DANIEL A. BENSMAN
DANIEL J. GENTRY

*ALSO ADMITTED IN FLORIDA

L98000000596

Mar 1, 1998

200002519132--9
-05/11/98--01133--001
***285.00 ***285.00

VIA FEDEX

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Deer Creek Development, L.C.

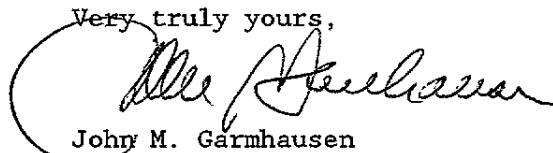
Gentlemen:

Enclosed please find Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for Deer Creek Development, L.C., together with a check in the amount of \$285.00 to cover the filing fee in this matter.

If the enclosed documents are in order, please return the file-stamped originals together with your certificate and receipt in the envelope provided.

If you have any questions regarding this matter, please feel free to contact me.

Very truly yours,


John M. Garmhausen

nas

A:\DAB7\LREGIST.LTR

Enclosures

Name	
Availability	mbt
Document	
Examiner	mbt
Updater	mbt
Updater	
Verifier	mbt
Acknowledgement	mbt
W. P. Verifier	mbt

965-867

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 11 PM 3:46

ARTICLES OF ORGANIZATION FOR DEER CREEK DEVELOPMENT, L.C.

ARTICLE I - Name:

The name of the Limited Liability Company is:

Deer Creek Development, L.C.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

Lloyd B. Fry
4361 SW Thistle Terrace
Palm City, FL 34990

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: Perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Lloyd B. Fry
4361 SW Thistle Terrace
Palm City, FL 34990

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 11 PM 3:47

ARTICLE V - Admission of Additional Members:

The right of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

- A. The members may, by unanimous consent, admit additional members.
- B. An assignee of a limited liability company interest may become a member only if all other members consent.
- C. A new member, including an assignee who has become a member (to the extent assigned), has the rights and powers, and is subject to the restrictions and liabilities, of a member under these Articles of Organization, the Regulations of this limited liability company, and Chapter 608 of the Florida Statutes.

ARTICLE VI - 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 limited liability company, the remaining members shall have the right to elect by unanimous agreement to continue the business of the limited liability company under the same name, by themselves, or with any additional members they may choose.

ARTICLE VII - Affidavit of Membership and Contributions

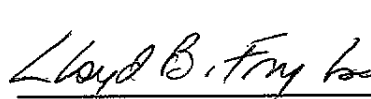
The undersigned members or authorized representative of the members of **DEER CREEK DEVELOPMENT, L.C.**, depose and say:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the members is \$1,000.
- 3) If any, the agreed value of property other than cash contributed by members is \$ 0.
- 4) The total amount of cash or property anticipated to be contributed by members is \$1,000. This total includes amounts from 2 and 3 above.

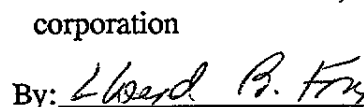
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 11 PM 3:47

ARTICLE VIII - Regulations:

The members may by unanimous consent adopt regulations, in the form of an operating agreement or in any other form, for the conduct of the affairs of the limited liability company, and from time to time amend the regulations. The regulations may contain any provisions not prohibited by law or inconsistent with these articles of organization.


Lloyd B. Fry, by John M. Garmhausen,
his authorized representative

NORTHWOOD GROUP, INC., a Delaware
corporation

By: 
Lloyd B. Fry, President, by John M. Garmhausen,
his authorized representative

(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.)

A:\DAB7\FRY-DEER.ART
.nas 05/07/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 11 PM 3:47

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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

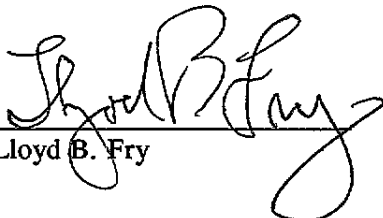
DEER CREEK DEVELOPMENT, L.C.

2. The name and the Florida street address of the registered agent are:

Lloyd B. Fry
4361 SW Thistle Terrace
Palm City, FL 34990

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 11 PM 3:47

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.


Lloyd B. Fry

Date: May 8, 1998