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NAME: BAILEY & KURTZ, L.L.C.
AUDIT NUMBER.....H98000012061
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY
OF
BAILEY & KURTZ, L.L.C.

ARTICLE I

Name

The name of this Limited Liability Company is BAILEY & KURTZ, L.L.C.

ARTICLE II

Address

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

c/o Kurtz Homes, Inc.
Attention: Randy Kurtz
3884 Progress Avenue
Naples, FL 34104

ARTICLE III

Duration

The period of duration for the Limited Liability Company is from the date of filing of these Articles through December 31, 2002.

ARTICLE IV

Registered Office and Agent

The initial registered office of this Company shall be c/o Cummings & Lockwood, 3001 Tamiami Trail North, 4th Floor, Naples, FL 34103, and its initial registered agent at such office shall be Thad Kirkpatrick, Esq.

Prepared by Thad Kirkpatrick, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101
(941) 262-8311
Florida Bar No. 398160

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ARTICLE V
Management

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Ralph Bailey
c/o American Bailey
Attn: Robert Davenport
695 East Main Street
Stamford, CT 06901

Kurtz Homes, Inc.
c/o Randy Kurtz
3884 Progress Avenue
Naples, FL 34104

ARTICLE VI
Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as set forth in the Regulations.

ARTICLE VII
Members Rights to continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on 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 shall be as set forth in the Regulations.

Dated this 29th day of June, 1998.

KURTZ HOMES, INC.
Member

By: 

Ron Kurtz, Chairman

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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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: BAILEY & KURTZ, L.L.C.
2. The name and address of the registered agent and office is:

Thad Kirkpatrick, Esq.
c/o Cummings & Lockwood
3001 Tamiami Trail North, 4th Floor
Naples, FL 34103

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.

DATED: June 29, 1998.


Thad Kirkpatrick, Esq. Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of BAILEY & KURTZ, L.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 members at this time is: \$400,000.00.
3. If any, the agreed value of property other than cash contributed by members is: \$-0-.
A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by members in the future is:
\$-0-.
5. The total amounts of 2, 3 and 4 is \$400,000.00.

Dated: June 29th, 1998

KURTZ HOMES, INC.
Member

By: 
Ron Kurtz, Chairman

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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.

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