



THE UNITED STATES CORPORATION COMPANY

L98000000941

ACCOUNT NO. : 072100000032

REFERENCE : 872501 5011226

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 26, 1998

ORDER TIME : 3:32 PM

ORDER NO. : 872501-005

CUSTOMER NO: 5011226

CUSTOMER: Lisa A. Specht, Esq
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

600002574116--0
-06/29/98--01001--014
****346.25 ****346.25

DOMESTIC FILING

NAME: DILAND COMPANY, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

6

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL -1 AM 9:56

RECEIVED
98 JUN 26 PM 4:08
DIVISION OF CORPORATION

MR 7/1/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

JUL - 1 PM 4:15

DIVISION OF CORPORATIONS

FILED STATE
SECRETARY OF CORPORATIONS
98 JUL - 1 AM 9:56

June 29, 1998

JANNA WILSON
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: DILAND COMPANY, L.C.
Ref. Number: W98000014804

We have received your document for DILAND COMPANY, L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$346.25 payment.

Names of limited liability companies cannot have DOUBLE SUFFIXES. This company could use the name DILAND LIMITED COMPANY or DILAND L.C. But it cannot use the name DILAND COMPANY, L.C. Please correct the name.

ALSO, PLEASE INSERT A DATE in the sentence in ARTICLE 3. The date can be June 26 -- or later.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 798A00035258

RESUBMIT
Please give original
submission date as file date.

**ARTICLES OF ORGANIZATION OF
DILAND Development L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL - 1 AM 9:56

The undersigned, desiring to form a Limited Liability Company pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act") hereby adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the Limited Liability Company is:

DILAND Development, L.C.

ARTICLE II - Address:

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

c/o Gerald B. Fincke
5766 Pendlebury Court
Port Orange, FL 32127

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall commence on June __, 1998, and shall continue until the first to occur of the following:

- (a) December 31, 2038;
- (b) Dissolution of the Limited Liability Company pursuant to the terms of any Operating Agreement between its members; or
- (c) Dissolution of the Limited Liability Company pursuant to the Act.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members, and the names and addresses of the managing members are:

Gordon H. McNeil
770 Linden Avenue
Rochester, NY 14625

Gerald B. Fincke
5766 Pendlebury Court
Port Orange, FL 32127

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL - 16 AM 9:56

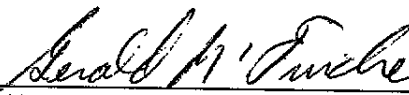
ARTICLE V - Admission of Additional Members:

The right of the members to admit additional members and the terms and conditions of the admissions shall be established by the regulations of the Limited Liability Company.

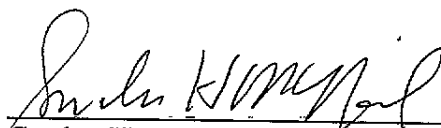
ARTICLE VI - Members Rights to Continue Business:

The right of the remaining members of the Limited Liability Company to continue the business of the Limited Liability Company upon 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 shall be determined by a majority vote of the members, with each member's vote being weighted in proportion to that member's positive capital account; provided, however, if the capital account of each member is negative or zero, each member shall have one vote.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 24th day of June, 1998.



Gerald B. Fincke, Member



Gordon H. McNeil, Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL - 1 AM 9:56

The undersigned member or authorized representative of a member of Diland Development, 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 is: \$ 0.00
- 3.) If any, the agreed value of property other than cash contributed by the members is approximately: \$ 422,500.00

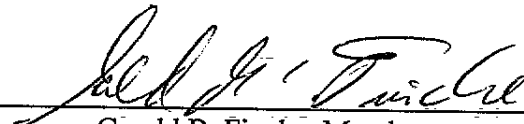
A description of the property is as follows:

Approximately 65 acres of undeveloped land in Orange City, Florida, valued at \$6,500 per acre

- 4.) The amount of cash or property anticipated to be contributed by the members is approximately: \$ 422,500.00

This total includes amounts from 2. and 3. above.

If the amount of cash or property to be contributed shall exceed the figure given in 4. above, a member or authorized representative of a member of Diland Development, L.C. will file a Supplemental Affidavit of Membership and Contributions.


Gerald B. Fincke, 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.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED STATE
SECRETARY OF CORPORATIONS
98 JUL - 1 AM 9:56

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: Diland Development, L.C.
2. The name and address of the registered agent and office is:

Gerald B. Fincke
(NAME)

5766 Pendlebury Court
(P. O. BOX NOT ACCEPTABLE)

Port Orange, FL 32127
(CITY/STATE/ZIP)

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.


NAME: Gerald B. Fincke

June 24, 1998
(DATE)

Filing Fee: \$35 for Designation of Registered Agent