



THE UNITED STATES
CORPORATION
COMPANY

L98000001113

ACCOUNT NO. : 072100000032

REFERENCE : 895300 7109989

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 17, 1998

ORDER TIME : 10:34 AM

ORDER NO. : 895300-005

CUSTOMER NO: 7109989

CUSTOMER: Eric A. Simon, Esq
ERIC A. SIMON, P.A.

Suite 250
9050 Pines Boulevard
Pembroke Pines, FL 33024

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-07/17/98--01036--024
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DOMESTIC FILING

NAME: SHELBY HOMES AT THE HAMPTONS,
L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: *Py*

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7/17/98

ARTICLES OF ORGANIZATION
OF
SHELBY HOMES AT THE HAMPTONS, L.C.
a Florida Limited Liability Company

The undersigned incorporator, for the purpose of forming a limited Liability company pursuant to the laws of the State of Florida, Florida Statutes, Chapter 608, hereby adopts the following Articles of Organization:

ARTICLE 1.- NAME

The name of the company is SHELBY HOMES AT THE HAMPTONS, Florida limited liability company.

ARTICLE 2.- DURATION

The period of the company's duration is perpetual.

ARTICLE 3.- ADDRESS OF COMPANY

The initial mailing address and street address of the principal office of the company is 9050 Pines Boulevard, Suite 250, Pembroke Pines, Florida 33024.

ARTICLE 4.- REGISTERED AGENT

The name and street address of the initial registered office of the company is Eric A. Simon, 9050 Pines Boulevard, Suite 250, Pembroke Pines, Florida 33024

ARTICLE 5.- RIGHT TO ADMIT ADDITIONAL MEMBERS

Additional members may be admitted only upon the unanimous consent of the exiting members, or as otherwise provided in the Regulations of the Company.

ARTICLE 6.- RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any event which terminates the continued membership of a member of the company, the remaining members shall have the right to continue the business of the company.

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ARTICLE 7.- MANAGEMENT

The management of the company is reserved to its members, who shall have each have the equal right of management. Each member shall have one vote on all matters. The names and addresses of the members of the company are:

Eric A. Simon, 9050 Pines Boulevard, Suite 250, Pembroke Pines, FI 33024
Robert Shelley, 9050 Pines Boulevard, Suite 250, Pembroke Pines, FI 33024

WHEREFORE, the undersigned member and initial Registered Agent, has executed these Articles of Organization on this 15 day of JULY, 1998.

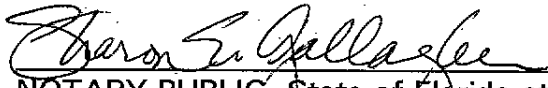
BY EXECUTING THESE ARTICLES OF ORGANIZATION AS THE REGISTERED AGENT, THE UNDERSIGNED AFFIRMATIVELY STATES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THAT POSITION.



As Member and Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

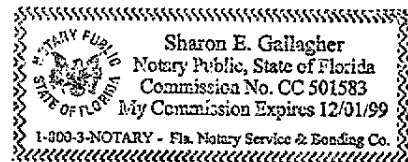
The foregoing instrument was acknowledged before me this 15 day of JULY, 1998, by Eric A. Simon, as Member and as Initial Registered Agent. He is personally known to me.



NOTARY PUBLIC, State of Florida at Large

My commission expires:

(Notary Seal)



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SHELBY HOMES AT THE HAMPTONS, L.C.
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
~~AFFIDAVIT OF CAPITAL CONTRIBUTIONS~~

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STATE OF FLORIDA)
) ss.:
COUNTY OF BROWARD)

Eric A. Simon, being first duly sworn, deposes and says as follows:

1. I am a member of SHELBY HOMES AT THE HAMPTONS, L.C., a florida limited liability company. This affidavit is made pursuant to Florida Statutes, Section 608.407(2).

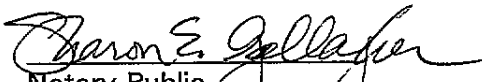
2. The company has at least two members.

3. The amount of the cash contributed by the members and the amount of cash anticipated to be contributed by the members is \$60,000.00. No non-cash property has been or will be contributed by the members.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit this 15 day of JULY, 1998.


Eric A. Simon

The foregoing was acknowledged before me this 15 day of JULY, 1998, by Eric A. Simon. He is personally known to me.


Notary Public
