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CONTACT: CORINNE P MCCLURE
PHONE: (941) 649-3186

ACCT#: 102336001100

FAX #: (941) 263-0703

NAME: RIDGEFIELD DEVELOPMENT, L.L.C.

AUDIT NUMBER.....H98000013825

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY
OF
RIDGEFIELD DEVELOPMENT, L.L.C.

ARTICLE I

Name

The name of this Limited Liability Company is RIDGEFIELD DEVELOPMENT, L.L.C.

ARTICLE II

Address

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

c/o Rosemary Pellegrino
23 Sunswept Drive
New Fairfield, Connecticut 06812

ARTICLE III

Duration

The period of duration for the Limited Liability Company is until perpetual.

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.

ARTICLE V

Management

The Limited Liability Company is to be managed by managing members and the name(s) and address(es) of the managing members are:

Anthony Pellegrino
23 Sunswept Drive
New Fairfield, Connecticut 06812

Rosemary Pellegrino
23 Sunswept Drive
New Fairfield, Connecticut 06812

Prepared by Thad Kirkpatrick, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101
(941) 262-8311
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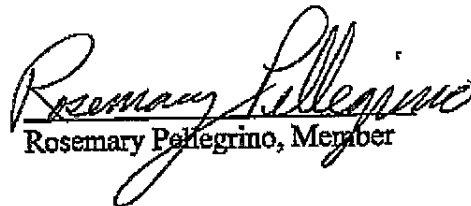
ARTICLE VIAdmission of Additional Members:

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

ARTICLE VIIMembers 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 provided in the Regulations.

Dated this 24 day of July, 1998.


Rosemary Pellegrino, Member

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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: RIDGEFIELD DEVELOPMENT, 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: July 24, 1998.


Thad Kirkpatrick, Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of RIDGEFIELD DEVELOPMENT, L.L.C., deposes and says:

1. The above-named Limited Liability Company has at least two members.
2. The total amount of cash anticipated to be contributed by the members at this time is: \$2,175,000.00.
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 \$2,175,000.00.

Dated: July 24, 1998


Rosemary Pellegrino, 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.

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