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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4003

FROM: BURKE & BLUE, P.A.

ACCT#: 072100000111

CONTACT: DONNA MILES OR DICK BERANEK
PHONE: (850) 769-1414

FAX #: (850) 784-0857

NAME: SALRICH L.L.C.

AUDIT NUMBER.....H98000018209

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

PAGES..... 9

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$293.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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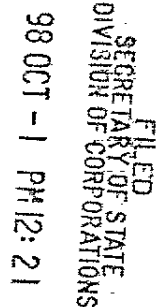
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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
SALRICH OF DESTIN, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Salrich of Destin, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address of the principal office of the Company shall be:

Salrich of Destin, L.L.C.
P.O. Box 346
Breckinridge, CO 80424

The street address of the principal office of the Company shall be:

Salrich of Destin, L.L.C.
211 Village Point Drive
Breckinridge, CO 80424

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall terminated not later than October 1, 2013, unless the Company is earlier dissolved as provided in these articles of organization.

Sharon Dinwiddie, Esq.
Florida Bar No. 0104558
221 McKenzie Avenue
Panama City, FL 32401

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ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

Sharon Dinwiddie, Esq.
Burke & Blue, P.A.
221 McKenzie Avenue
Panama City, Florida 32401

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ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VII --ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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ARTICLE VII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, insanity, retirement, resignation, expulsion or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names and addresses of the members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Richard J. Adams	211 Village Point Drive Breckinridge, CO 80424
Sandra A. Adams	211 Village Point Drive Breckinridge, CO 80424
Salvatore R. Scaminaci	2718 Timberleaf Drive Carrollton, TX 75006
Margie J. Scaminaci	2718 Timberleaf Drive Carrollton, TX 75006

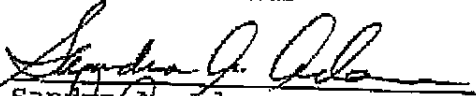
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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Destin, Florida, on this 30th day of September, 1998.


Richard J. Adams


Sandra A. Adams



Salvatore R. Scaminaci


Margie J. Scaminaci

STATE OF FLORIDA
COUNTY OF WALTON

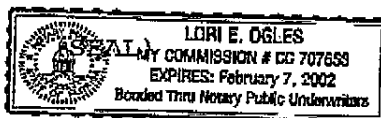
The foregoing instrument was acknowledged before me this 30th day of September, 1998, by Richard J. Adams, who produced CO DL as identification.




Notary
SHARON DINWIDDIE
(Print Name)

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 30th day of September, 1998, by Sandra A. Adams, who produced CO DL as identification.

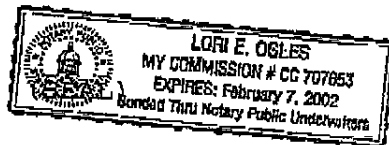



Notary
LORI E. OGLES
(Print Name)

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STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 30th day
of September, 1998, by Salvatore R. Scaminaci, who produced
TX D/L as identification.



Notary

Lori E. Ogles
LORI E. OGLES

(Print Name)

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 30th day
of September, 1998, by Margie J. Scaminaci, who produced TX
D/L as identification.



Notary

Lori E. Ogles
LORI E. OGLES

(Print Name)

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Salrich of Destin, L.L.C., as registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the positions of registered agent.


Name: Sharon Dinwiddie
Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a
of Destin
member of Salrich, 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 is \$64,000.00.

3. If any, the agreed value of property other than cash contributed by members is \$346,000.00. A description of the property is attached and made a part hereto.

4. The total amount of cash or property anticipated to be contributed by members is \$410,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

This the 30th day of September, 1998.

Richard J. Adams
Name:

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 30th day of September, 1998 by Richard J. Adams, who produced
CD D/L as identification.



Lori E. Ogles
Notary

LORI E. OGLES

(Print Name)

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**EXHIBIT A
PROPERTY CONTRIBUTED**

Unit 202, The Empress at Seacape, a Condominium, located in Destin, Florida, together with all furnishings and appurtenances thereto, and all rents and profits therefrom.

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EXHIBIT A TO ARTICLES OF ORGANIZATION
DESCRIPTION OF CAPITAL CONTRIBUTIONS

Richard J. Adams.....	\$16,000.00
Sandra A. Adams.....	\$16,000.00
Salvatore R. Scaminaci.....	\$16,000.00
Margie J. Scaminaci.....	\$16,000.00

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