

U980000002093



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 982456 4656E

AUTHORIZATION

COST LIMIT : \$ 346.25

Patricia Pyant

ORDER DATE : October 2, 1998

ORDER TIME : 10:24 AM

ORDER NO. : 982456-030

CUSTOMER NO: 4656E

CUSTOMER: Michele J. Turton, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL
Suite 2050
111 North Orange Avenue
Orlando, FL 32801

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DIVISION OF CORPORATIONS
98 OCT -2 PM 3:19

DOMESTIC FILING

NAME: HACIENDA COMMUNITIES, L.C.

200002654702--4

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: Cassandra Bryant

EXAMINER'S INITIALS: _____

Name	<i>MB</i>
Availability	<i>MB</i>
Document Examiner	<i>MB</i>
Updater	<i>MB</i>
Updater Verifier	<i>MB</i>
Acknowledgement	<i>MB</i>
Initial Verifier	<i>MB</i>

**STATE OF FLORIDA
ARTICLES OF ORGANIZATION
OF
HACIENDA COMMUNITIES, L.C.**

These Articles of Organization of **HACIENDA COMMUNITIES, L.C.**, a Florida limited liability company (the "Company"), dated as of the 1st day of October 1998, are being duly executed and filed by Barry L. Haase, the organizer, authorized to form a limited liability company under the Florida Limited Liability Company Act (Chapter 608 of Florida Statutes) (the "Florida Act").

FIRST: The name of the limited liability Company is **HACIENDA COMMUNITIES, L.C.**

SECOND: The nature of the business to be transacted and the purposes to be promoted or carried out by the Company, is to engage in any lawful act or activity for which limited liability companies may be formed under the Florida Act, and by such statement all lawful acts and activities shall be within the purposes of the Company's business as permitted under the Florida Act.

THIRD: The Company is to be managed by a manager (the "Manager") as appointed by the Member from time to time. The name and address of the initial member (the "Member") is Buccaneer Communities, L.P., a Delaware limited partnership at Diversified Investments - BC, Inc., at c/o Barry L. Haase, 4340 East West Highway, Suite 206, Bethesda, MD 20814.

FOURTH: The duration of the Company shall be perpetual, and shall begin on the date these Articles of Organization are duly filed with the Secretary of State of the State of Florida.

FIFTH: The principle and mailing address of the Company is Diversified Investments BC, Inc., c/o Barry L. Haase, 4340 East West Highway, Suite 206, Bethesda, MD 20814.

SIXTH: The Member of the Company (the "Member") may admit additional members as provided in the regulations as adopted and amended by the Company.

SEVENTH: The remaining Member(s), if any, pursuant to the terms of the Operating Agreement, may elect to continue the Company's 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 Company.

EIGHTH: The Registered Agent and Registered Office for service of process is as follows:

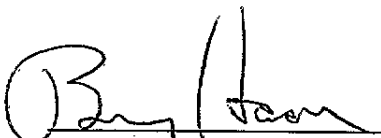
Name: Corporation Service Company

Address: 1201 Hays Street, Tallahassee, Florida 32301-2607

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
as of the date first above written.

By:


Barry L. Haase, Organizer

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**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 608.415 of the Florida Statutes, the following is submitted:

That **HACIENDA COMMUNITIES, L.C.** (the "Company"), desiring to organize a limited liability company under the laws of the State of Florida with its registered office, as indicated in the Articles of Organization filed even date herewith, at 1201 Hays Street, Tallahassee, Florida 32301-2607 has named the CORPORATION SERVICE COMPANY as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Company named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act and all other applicable laws, relative to the proper and complete performance of my duties as registered agent.

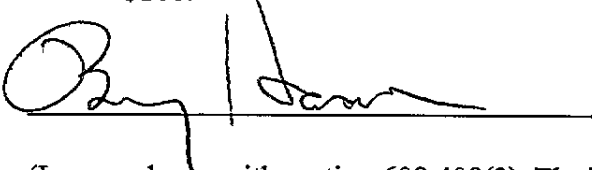
Date: 10-2, 1998

Rebecca W. Skipper
Corporation Service Company, Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **HACIENDA COMMUNITIES, L.C.** certifies:

- (1) The above named limited liability company has at least one member;
- (2) The total amount of cash contributed by the members is: \$100;
- (3) If any, the agreed upon value of property other than cash contributed by members is \$0; and
- (4) The total amount of cash and property contributed and anticipated by members is: \$100.



(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.)

Barry L. Haase
Organizer

Filing Fee: \$250.00 for Articles and Affidavit

ORLANDO/TURTONM/53231/152n011.DOC/10/01/98

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