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ACCOUNT NO. : 072100000032

REFERENCE : 991785 82475A

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 337.50

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ORDER DATE : October 9, 1998

ORDER TIME : 3:13 PM

ORDER NO. : 991785-005

CUSTOMER NO: 82475A

CUSTOMER: Robert Abraham, Esq
DUNN ABRAHAM & SWAIN
DUNN ABRAHAM & SWAIN
347 South Ridgewood Avenue

Daytona Beach, FL 32114

~~100002661061~~

DOMESTIC FILING

NAME: BADLANDS OF DAYTONA, 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
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

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Verifier	MSH
Acknowledgement	MSH
P. Verifier	MSH

ARTICLES OF ORGANIZATION

of

**BADLANDS OF DAYTONA, L.C.
A Florida Limited Liability Company**

The undersigned members hereby form this limited liability company (hereinafter referred to as "this company") under the provisions of the Florida Limited Liability Company Act.

ARTICLE 1
NAME

The name of this company is Badlands of Daytona, L.C.

ARTICLE 2
TERM OF EXISTENCE

The term of existence of this company is perpetual. The date and time at which the existence of this company begins is the date and time of filing of these articles of organization by the Department of State of the State of Florida.

ARTICLE 3
PURPOSE

The purpose for which this company is organized is to engage in any or all lawful acts or activities in which limited liability companies may engage under the Florida Limited Liability Company Act or under the laws of any other jurisdictions in which this company may conduct business. This company shall be authorized to conduct and transact any business and engage in any activity that is either lawfully authorized or not prohibited by law and, by way of illustration and not limitation, to invest the funds of this limited liability company in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary or appropriate for the conduct or transaction of any such business or activity; to do anything necessary and proper for the accomplishment or furtherance of any of the purposes of this company enumerated in these articles of organization or any amendment thereof, and to do any act necessary or incidental to the protection

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and benefit of this company; and in general, either alone or in association with other limited liability companies, corporations, partnerships, individuals, or other entities, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of the purposes of this company.

ARTICLE 4
PRINCIPAL OFFICE

The mailing address and street address of the principal office this company are:

Mailing address: 316 Main Street
Daytona Beach, Florida 32118

Street address: 316 Main Street
Daytona Beach, Florida 32118

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ARTICLE 5
REGISTERED AGENT; REGISTERED OFFICE

The name and street address of the initial registered agent of this company in the State of Florida are as follows:

Name: Robert L. Scherer
Street Address: 316 Main Street
Daytona Beach, Florida 32118

ARTICLE 6
ADMISSION OF ADDITIONAL MEMBERS

The members of this company are given the right to admit additional members upon the condition that each new member is approved for admission by vote or consent in writing of all of the members then existing.

ARTICLE 7
CONTINUATION OF BUSINESS

The remaining members of this company are given the right 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.

ARTICLE 8
MANAGEMENT

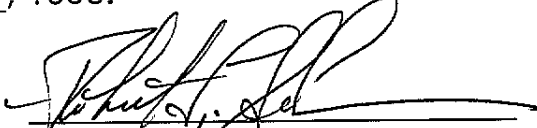
The management of this company is reserved to its members. The names and addresses of the managing members are as follows:

Name:	Robert L. Scherer
Address:	125 Shady Branch Trail Ormond Beach, Florida 32174
Name:	Joseph Carvagno
Address:	436 North Peninsula Drive Daytona Beach, Florida 32118
Name:	Henry E. Kraski
Address:	1089 W. Granada Boulevard Ormond Beach, Florida 32174

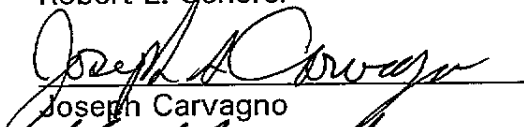
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EXECUTION

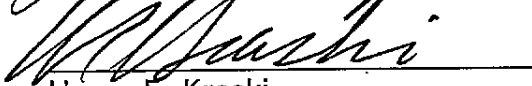
The undersigned members of this limited liability company execute these articles of organization this 24th day of Sept., 1998.



Robert L. Scherer



Joseph Carvagno



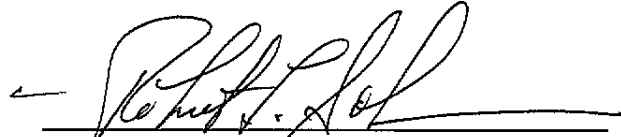
Henry E. Kraski

STATEMENT OF ACCEPTANCE OF
APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent for the above named limited liability

company at the street address stated in the foregoing articles of organization, I hereby accept such appointment. I further state that I am familiar with and accept the obligations of that position.

Dated Sept. 24, 1998.



Robert L. Scherer

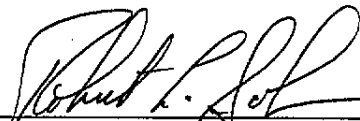
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**AFFIDAVIT AS TO MEMBERS OF AND
CONTRIBUTIONS TO BADLANDS OF DAYTONA, L.C.**

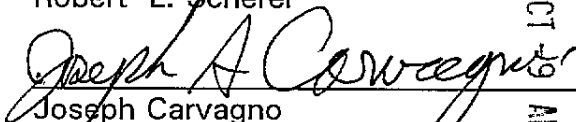
The undersigned declare that:

1. They are members of Badlands of Daytona, L.C., a Florida limited liability company.
2. Badlands of Daytona, L.C. has at least one member.
4. The amount of cash contributed to Badlands of Daytona, L.C. by its members is as follows: None.
5. A description and the agreed value of property other than cash contributed to Badlands of Daytona, L.C. by its members is as follows: None.
6. The amount of cash and agreed value of property and services other than cash anticipated to be contributed to Badlands of Daytona, L.C. by its members, in addition to the amounts contributed as set forth above, is as follows: \$1,200,000.

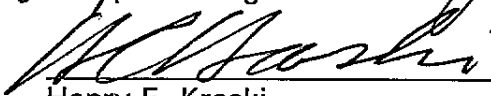
Dated: Sept. 24, 1998.



Robert L. Scherer



Joseph Carvagno



Henry E. Kraski

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STATE OF FLORIDA
COUNTY OF VOLUSIA

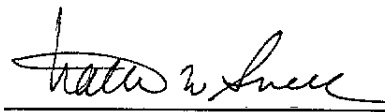
Sworn to and subscribed before me this 24th day of Sept., 1998, by Robert L. Scherer n/a He is personally known to me or produced as identification.

(Notary Seal)



WALTER W. SNELL
MY COMMISSION # CC401758 EXPIRES
September 29, 1998
BOHDED TRUW TROY FAHM INSURANCE, INC.

MF021.1



Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF VOLUSIA

Sworn to and subscribed before me this 25th day of Sept., 1998,
by Joseph Carvagno. He is personally known to me or produced
N/A as identification.

(Notary Seal)

Walter W. Snell

Notary Public, State of Florida



WALTER W. SNELL
MY COMMISSION # CC401756 EXPIRES
September 29, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF VOLUSIA

Sworn to and subscribed before me this 6th day of October, 1998,
by Henry E. Kraski. He is personally known to me or produced
N/A as identification.

(Notary Seal)

Robert Abraham

Notary Public, State of Florida



Robert Abraham
MY COMMISSION # CC639799 EXPIRES
August 6, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

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