

L98000002462

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

SUBJECT: HAVENS SOUTH, L.L.C.

000002673530--8
-10/27/98--01065--007
****285.00 ****285.00

Enclosed please find an original and two (2) copies of the articles of organization together with a check in the amount of \$285.00 to cover costs for the following: 1) filing fee, 2) certified copy of articles, and 3) certificate.

From: Name: David J. Szempruch
Address: 5100 North Tamiami Trail, Suite 201
Naples, Florida 34103
Day Phone: (941) 261-8484

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98 OCT 27 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	10/29/98
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Acknowledgement	DCC
W. P. Verifier	DCC

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ARTICLES OF ORGANIZATION
OF
HAVENS SOUTH, L.L.C.

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

ARTICLE I
NAME

The name of the limited liability company shall be: **HAVENS SOUTH, L.L.C.**
("Company")

ARTICLE II
ADDRESS

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

**5100 Tamiami Trail North
Suite 201
Naples, Florida 34103**

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 be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are:

**David J. Szempruch, Esq.
5100 Tamiami Trail North
Suite 201
Naples, Florida 34103**

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ARTICLE V
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 such member's 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 such member's interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI
TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, 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 member or members.

ARTICLE VII
MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. There 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 name and address of the initial manager of the Company is: **Barbara Nelson Mahaffay**, of 11 Monroe Court, Annapolis, MD 21401.

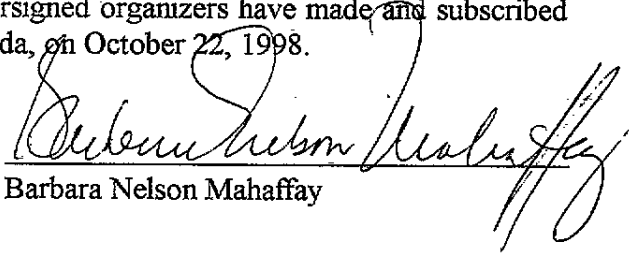
OR

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 address of the managing member(s) of the Company are:

Name	Address
Barbara Nelson Mahaffay	11 Monroe Court, Annapolis, MD 21401.
David Ebershoff	6636 Vancouver Lane, Naples, Fl 34104.


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FLORIDA
SECRETARY OF STATE

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Naples, Florida, on October 22, 1998.


Barbara Nelson Mahaffay

State of Florida
County of Collier

SUBSCRIBED AND SWORN TO before me on October 22, 1998, by Barbara Nelson Mahaffay, who is personally known to me or who produced Maryland Driver License as identification.


Notary Public, State Florida

David J. Szempruch
Printed Name

My Commission Expires:



David J Szempruch
My Commission CC736778
Expires June 1, 2002

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TALLAHASSEE, FLORIDA

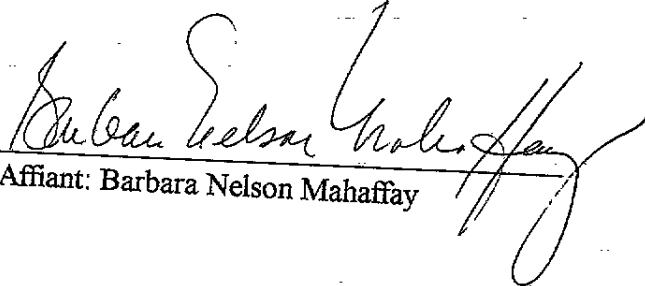
HAVENS SOUTH, L.L.C.
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, Barbara Nelson Mahaffay, a member or the authorized representative of a member of HAVENS SOUTH, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by members is \$10,000.00.
3. If any, the agreed value of property other than cash contributed by members is \$00.00. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by members is \$170,000.00. This total includes amounts from 2 and 3 above.

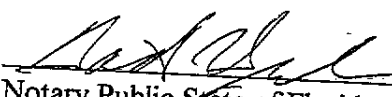
Further Affiant sayeth naught.

Dated: October 22, 1998.

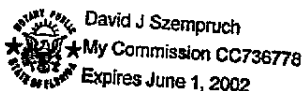

Affiant: Barbara Nelson Mahaffay

State of Florida
County of Collier

Subscribed and sworn to before me on October 22, 1998, by Barbara Nelson Mahaffay, who is personally known to me or produced Maryland as identification.


Notary Public State of Florida at Large
David J. Szempruch
Printed Name

My Commission Expires:



CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE

HAVENS SOUTH, L.L.C.

Pursuant to §48.091 and §607.0501, Florida Statutes, the following is submitted:

HAVENS SOUTH, L.L.C., a limited liability company, desiring to organize under the laws of the State of Florida, submits the following statement in designation of its registered office and its Registered Agent within the State of Florida.

1. The name of the limited liability company is:

HAVENS SOUTH, L.L.C.

2. The name and address of the registered agent and office are:

**David J. Szempruch, Esq.
5100 Tamiami Trail North
Suite 201
Naples, Florida 34103**

The undersigned, being the person named in the articles of organization of HAVENS SOUTH, L.L.C., as the 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 my duties, and is familiar with and accepts the obligations of the position of registered agent.



David J. Szempruch, Registered Agent

Date: October 22, 1998.

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