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GRIMES, GOEBEL ET AL OF CORPORATIONS
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FAX #: (850) 922-4003

FROM: GRIMES, GOEBEL, GRIMES & HAWKINS, P.A.
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NAME: W.C. RIVIERA PARTNERS, L.C.

AUDIT NUMBER.....H98000020411

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**ARTICLES OF ORGANIZATION OF
W.C. RIVIERA PARTNERS, L.C.,
a Limited Liability Company**

ARTICLE I

Name

The name of the limited liability company ("Company") is W.C. Riviera Partners, L.C.

ARTICLE II

Address

The mailing and street address of the Company's principal office is 590 Haben Boulevard, Palmetto, Florida 34222.

ARTICLE III

Duration

The period of duration of the Company is twenty-five years, beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Registered Agent and Office

The name of the Company's initial registered agent in Florida is Caleb J. Grimes, Esq. The address of the Company's registered agent is 1023 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE V

Management

The Company is to be managed by the Managing Corporation. The initial manager will serve until removed or replaced by the Members. The initial manager is identified as follows:

**Riviera Dunes Resorts Management Company
590 Haben Boulevard
Palmetto, Florida 34222**

Caleb J. Grimes, Esquire/FL Bar #264636
Grimes Goebel Grimes Hawkins & Gladfelter, P.A.
1023 Manatee Avenue West, Bradenton, Florida 34205
941-748-0151 Fax 941-748-0158
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ARTICLE VI**Admission of New Members**

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII

The remaining members of the Company have 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 in the Company.

IN WITNESS WHEREOF, I have executed these Articles of Organization on this 29 day of October, 1998.

Linda J. Svenson
Member

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STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 29 day of October, 1998, by Linda J. Svenson, who is personally known to me or who has produced P. D. C. as identification and who did/did not take an oath.

Karen L. Galyer
Notary Signature

My Commission Expires:



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**CENTER OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-related Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated herein, hereby accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.

Dated: October 29, 1998


Caleb J. Grimes, Registered Agent

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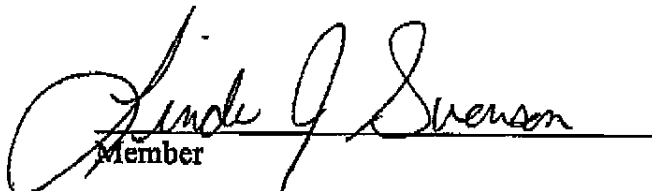
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA }
COUNTY OF MANATEE }

Pursuant to Florida Statutes, Section 608.407 (2), BEFORE ME, the undersigned member of W.C. Riviera Partners, L.C., deposes and says:

1. W.C. RIVIERA PARTNERS, L.C. has at least (2) members.
2. No cash has been contributed at this time.
3. The members have contributed to the Company future services and Real Property, together with development rights and permits related thereto, subject to mortgages and liens filed thereon which are to be assumed by the Company. The members have agreed that the fair market value of such Real Property contributed, is equal to the value of the encumbrances thereon resulting in no net value. A description of the property is attached and made a part of this affidavit.

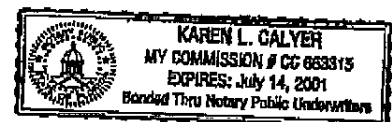
In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.


Member

The foregoing instrument was acknowledged before me this 29 day of October, 1998, by Linda J. Svenson, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.


NOTARY PUBLIC

My Commission Expires:



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EXHIBIT "A"PARCEL "A" (BEING WEST OF U.S. HIGHWAY 301/S.R. 66)

BEGIN AT THE NW CORNER OF SECTION 24, TOWNSHIP 34 SOUTH, RANGE 17 EAST, MANATEE COUNTY, FLORIDA; THENCE RUN S 00°33'40" W ALONG THE WEST LINE OF SECTION 24, 574.02 FEET; THENCE S 40°33'38" E, 720.33 FEET TO A POINT ON THE WESTERLY RIGHT-OF-WAY LINE OF U.S. HIGHWAY 301/S.R. 66; THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE, N 00°00'25" E, 1117.61 FEET TO ITS INTERSECTION WITH A LINE BEARING S 89°27'02" E FROM THE PUB; THENCE N 00°02'04" E, 655.68 FEET; THENCE N 10°58'44" W, 7.30 FEET; THENCE N 10°58'20" W, 180.60 FEET; THENCE N 00°02'33" E, 300.00 FEET; THENCE N 60°50'20" W, 131.41 FEET; THENCE N 89°27'14" W ALONG THE SOUTHERLY RIGHT-OF-WAY OF 7th STREET, 202.08 FEET; THENCE S 00°32'20" W, 1220.94 FEET TO THE POINT OF BEGINNING.

THE ABOVE PARCEL BEING AND LYING IN SECTIONS 13 & 24, TOWNSHIP 34 SOUTH, RANGE 17 EAST, MANATEE COUNTY, FLORIDA,

LESS AND EXCEPT:

COMMENCE AT THE SOUTHWEST CORNER OF THAT CERTAIN PARCEL DESCRIBED IN ORB 1004, PAGES 1700-1790 OF THE PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA (THE "CIVIC CENTER" PARCEL), SAID POINT BEING AT THE INTERSECTION OF THE EASTERLY RIGHT-OF-WAY OF U.S. HIGHWAY 301/41 (S.R. 66) AND THE SOUTHERLY RIGHT-OF-WAY OF HADEN BOULEVARD; THENCE S 08°08'18" W, 130.26 FEET TO A POINT ON THE WESTERLY RIGHT-OF-WAY OF AFOREMENTIONED U.S. HIGHWAY 301/41 FOR A POINT OF BEGINNING; THENCE S 08°58'10" W, 126.60 FEET; THENCE N 00°02'04" E PARALLEL TO THE WESTERLY RIGHT-OF-WAY OF U.S. HIGHWAY 301, 217.82 FEET; THENCE N 00°08'14" W, 359.00 FEET TO THE WEST LINE OF SECTION 13, TOWNSHIP 34 SOUTH, RANGE 17 EAST; THENCE S 00°32'20" W ALONG SAID WESTERLY LINE OF SECTION 13, 404.78 FEET TO THE SOUTHWEST CORNER OF SECTION 13 (40 BEING THE NORTHWEST CORNER OF SECTION 24, TOWNSHIP 34 SOUTH, RANGE 17 EAST); THENCE S 00°33'40" W ALONG THE WESTERLY LINE OF SECTION 24, 374.02 FEET; THENCE S 40°33'38" E, 720.33 FEET TO A POINT ON THE WESTERLY RIGHT-OF-WAY OF THE AFOREMENTIONED U.S. HIGHWAY 301/41; THENCE N 00°07'20" E, 1117.61 FEET ALONG SAID WESTERLY RIGHT-OF-WAY TO A POINT BEING S 89°27'02" E, 403.00 FEET FROM THE NORTHWEST CORNER OF SECTION 24-34C-17C; THENCE N 00°02'04" E ALONG THE WESTERLY RIGHT-OF-WAY OF U.S. HIGHWAY 301/41, 42.27 FEET TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED PARCEL BEING AND LYING IN SECTIONS 13 & 24, TOWNSHIP 34 SOUTH, RANGE 17 EAST, MANATEE COUNTY, FLORIDA,

TOGETHER WITH:

PARCEL "B" (BEING NORTH OF HADEN BOULEVARD):

BEGIN AT THE NORTHEAST CORNER OF THAT CERTAIN PARCEL DESCRIBED IN ORB 1054, PAGES 1700-1790 OF THE PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA (THE "CIVIC CENTER" PARCEL); THENCE RUN S 00°10'42" W, ALONG THE EAST LINE OF THE ABOVE REFERENCED "CIVIC CENTER" PARCEL, 485.37 FEET TO THE NORTHWEST CORNER OF THAT PARCEL DESCRIBED IN ORB 1144, PAGES 1426-1428 OF THE PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA (THE "HADEN BOULEVARD EXTENSION"); THENCE EASTERLY ALONG THE NORTH RIGHT-OF-WAY OF HADEN BOULEVARD THE FOLLOWING COURSES: N 78°04'07" E, 88.38 FEET TO A POINT OF CURVATURE; THENCE 550.19 FEET ALONG THE ARC A CURVE CONCAVE TO THE SOUTH, SAID CURVE HAVING A RADIUS OF 2180.95 FEET AND A CENTRAL ANGLE OF 14°35'42"; THENCE S 09°47'00" E, 800.00 FEET TO A POINT OF CURVATURE; THENCE 338.05 FEET ALONG THE ARC OF A CURVE CONCAVE TO THE SOUTH, SAID CURVE HAVING A RADIUS OF 942.00 FEET AND A CENTRAL ANGLE OF 20°37'20", TO A POINT OF REVERSE CURVATURE; THENCE 266.85 FEET ALONG THE ARC OF A CURVE CONCAVE TO THE NORTH, SAID CURVE HAVING A RADIUS OF 965.00 FEET AND A CENTRAL ANGLE OF 19°54'13", TO A POINT OF COMPOUND CURVATURE; THENCE 48.17 FEET ALONG THE ARC OF A CURVE CONCAVE TO THE NORTHWEST, SAID CURVE HAVING A RADIUS OF 28.00 FEET AND A CENTRAL ANGLE OF 75°31'57"; THENCE N 00°20'54" E, 100.73 FEET; THENCE LEAVING SAID RIGHT-OF-WAY, RUN N 68°28'11" W, 1200.00 FEET; THENCE N 00°00'18" W, 303.00 FEET; THENCE N 00°23'00" W, 828.23 FEET TO THE PUB.

THE ABOVE DESCRIBED PARCEL BEING AND LYING IN SECTION 13, TOWNSHIP 34 SOUTH, RANGE 17 EAST, MANATEE COUNTY, FLORIDA,

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EXHIBIT "A" (continued)

TOGETHER WITH;

PARCEL 'C' (BEING SOUTH OF HABEN BOULEVARD AND EAST OF
U.S. HIGHWAY 301/S.R. 66);

COMMENCE AT THE NORTHWEST CORNER OF SECTION 24, TOWNSHIP 34 SOUTH, RANGE 17 EAST, MANATEE COUNTY, FLORIDA; THENCE S 09°27'02" E, 403.00 FEET TO A POINT ON THE WESTERLY RIGHT-OF-WAY OF U.S. HIGHWAY 301/S.R. 66; THENCE RUN S 00°07'25" W, 1117.91 FEET ALONG SAID WESTERLY RIGHT-OF-WAY; THENCE S 40°33'35" E, 182.00 FEET TO A POINT ON THE EASTERLY RIGHT-OF-WAY OF THE AFOREMENTIONED U.S. HIGHWAY 301/S.R. 66 FOR A POINT OF BEGINNING; THENCE RUN N 00°01'20" E, 1267.07 FEET; THENCE N 00°03'41" E, 43.82 FEET TO THE SOUTHWEST CORNER OF THAT CERTAIN PARCEL DESCRIBED IN ORB 1064, PAGES 1780-1789 (SAID SOUTHWEST CORNER BEING THE POB OF SAID PARCEL); THENCE RUN ALONG THE SOUTHERLY RIGHT-OF-WAY OF HABEN BOULEVARD THE FOLLOWING COURSES: N 89°59'19" E, 100.00 FEET; THENCE 180.83 FEET ALONG THE ARC OF A CURVE CONCAVE TO THE SOUTH, SAID CURVE HAVING A RADIUS OF 878.46 FEET AND A CENTRAL ANGLE OF 10°59'56"; THENCE S 79°01'33" E, 123.57 FEET; THENCE 583.41 FEET ALONG THE ARC OF A CURVE CONCAVE TO THE NORTH, SAID CURVE HAVING A RADIUS OF 600.00 FEET AND A CENTRAL ANGLE OF 07°59'59"; THENCE N 33°03'07" E, 248.05 FEET; THENCE 368.85 FEET ALONG THE ARC OF A CURVE CONCAVE TO THE SOUTHEAST, SAID CURVE HAVING A RADIUS OF 860.00 FEET AND A CENTRAL ANGLE OF 22°00'07"; THENCE 187.59 FEET ALONG THE ARC OF A CURVE CONCAVE TO THE SOUTHEAST, SAID CURVE HAVING A RADIUS OF 460.00 FEET AND A CENTRAL ANGLE OF 20°52'28"; THENCE S 12°20'16" E, 1.00 FEET TO THE SOUTHWEST CORNER OF THAT CERTAIN PARCEL DESCRIBED IN ORB 1144, PAGES 1426-1429 OF THE PRMCF (THE "HABEN BOULEVARD EXTENSION" PARCEL); THENCE RUN ALONG THE SOUTHERLY RIGHT-OF-WAY OF SAID HABEN BOULEVARD EXTENSION THE FOLLOWING COURSES: N 75°55'53" E, 101.94 FEET; THENCE 638.70 FEET ALONG THE ARC OF A CURVE CONCAVE TO THE SOUTH, SAID CURVE HAVING A RADIUS OF 2100.95 FEET AND A CENTRAL ANGLE OF 14°35'42"; THENCE S 09°30'20" E, 600.00 FEET; THENCE 300.39 FEET ALONG THE ARC OF A CURVE CONCAVE TO THE SOUTH, SAID CURVE HAVING A RADIUS OF 850.00 FEET AND A CENTRAL ANGLE OF 20°35'30"; TO A POINT OF REVERSE CURVATURE; THENCE 341.49 FEET ALONG THE ARC OF A CURVE CONCAVE TO THE NORTH, SAID CURVE HAVING A RADIUS OF 492.00 FEET AND A CENTRAL ANGLE OF 20°46'15"; THENCE S 08°38'34" E, 103.37 FEET; THENCE N 00°20'28" E, 200.00 FEET TO THE END OF SAID HABEN BOULEVARD EXTENSION PARCEL; THENCE S 09°29'11" E ALONG THE SOUTHERLY BOUNDARY OF THAT PARCEL DESCRIBED IN ORB 376, PAGE 303 OF THE PRMCF, 433.64 FEET; THENCE ALONG THE WESTERLY AND SOUTHERLY BOUNDARIES OF THAT PARCEL DESCRIBED AS "PARCEL 1" IN ORB 1435, PAGE 6074 (ALSO IN ORB 1100, PAGE 637) THE FOLLOWING TWO COURSES: S 00°23'51" W, 234.00 FEET; THENCE S 09°21'41" E, 154.00 FEET; THENCE S 00°00'53" W, 734.00 FEET TO A POINT ON THE SOUTH LINE OF THE SW 1/4 OF THE SE 1/4 OF THE SE 1/4 OF SECTION 13, SAID POINT BEING 66 FEET WEST OF THE SOUTHEAST CORNER OF THE SW 1/4 OF THE SE 1/4 OF THE SE 1/4 OF SAID SECTION 13; THENCE N 89°28'53" W ALONG THE SOUTH LINE OF THE SW 1/4 OF THE SE 1/4 OF THE SE 1/4 OF SECTION 13, TOWNSHIP 34 SOUTH, RANGE 17 EAST, MANATEE COUNTY, FLORIDA, 589.46 FEET TO THE SW CORNER OF SAID SW 1/4 OF THE SE 1/4 OF THE SE 1/4; THENCE S 00°30'10" W ALONG THE EAST LINE OF U.S. GOVERNMENT LOT 3, 1354.95 FEET; THENCE S 78°20'20" W, 2500.08 FEET; THENCE N 10°09'23" W, 225.00 FEET; THENCE N 64°04'34" W, 691.50 FEET; THENCE N 40°33'35" W, 143.46 FEET TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED PARCEL BEING AND LYING IN SECTIONS 14 & 24, TOWNSHIP 34 SOUTH, RANGE 17 EAST, MANATEE COUNTY, FLORIDA.

LESS AND EXCEPT:

PROPERTY DESCRIPTION

BEGIN AT THE SOUTHWEST CORNER OF THAT CERTAIN PARCEL DESCRIBED IN ORB 1064, PAGES 1780-1789 OF THE PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA (THE "CIVIC CENTER" PARCEL), SAID POINT OF BEGINNING BEING AT THE INTERSECTION OF THE EASTERLY RIGHT-OF-WAY LINE OF U.S. HIGHWAY 301/41 (S.R. 66) AND THE SOUTHERLY RIGHT-OF-WAY OF HABEN BOULEVARD; THENCE RUN ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF HABEN BOULEVARD THE FOLLOWING COURSES: N 89°59'19" E, 100.00 FEET; THENCE SOUTHEASTERLY 180.84 FEET ALONG THE ARC OF A CURVE CONCAVE TO THE SOUTH, SAID CURVE HAVING A RADIUS OF 878.46 FEET, A CENTRAL ANGLE OF 10°59'56", AND A CHORD BEARING OF S 64°20'05" E; THENCE S 79°01'33" E, 123.57 FEET; THENCE LEAVING SAID SOUTHERLY RIGHT-OF-WAY LINE OF HABEN BOULEVARD, RUN S 00°01'28" W, 312.80 FEET; THENCE S 89°59'19" W, 376.00 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF U.S. HIGHWAY 301/41 (S.R. 66); THENCE N 00°01'28" E ALONG SAID EASTERLY RIGHT-OF-WAY, 300.10 FEET; THENCE N 00°03'41" E, 43.82 FEET TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED PARCEL BEING AND LYING IN SECTIONS 13 & 24, TOWNSHIP 34 SOUTH, RANGE 17 EAST, MANATEE COUNTY, FLORIDA.

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EXHIBIT "A" (continued)Parcel D1

Together with Non-Exclusive Easements set forth in Trustee's Deed by and between Barnett Bank of Manatee County, N.A., as Trustee, and Manatee County Civic Center Authority, recorded in Official Record Book 1054, Page 1788 and set forth in Right-of-Way Reciprocal Easement Agreement by and between Manatee Gateway No. 1, a Joint Venture, and Barnett Bank of Manatee County, as Trustee, and the Manatee County Civic Center Authority recorded in Official Record Book 1054, Page 1891, all of the Public Records of Manatee County, Florida, for the purpose of ingress, egress, drainage and utilities, pedestrian walkways and overhead architectural connection, over, under and across the lands described in said instruments.

Parcel E1

Together with Non-Exclusive Easements for a period of 25 years from September 12, 1991 set forth in Sovereign Submerged Lands Easement granted by the Board of Trustees of the Internal Improvement Trust Fund of the State of Florida in favor of Manatee Gateway I, a Joint Venture, a Florida general partnership, and recorded in Official Record Book 1378, Page 1557, of the Public Records of Manatee County, Florida, for the purpose of an access channel and flushing channel over, under and across the sovereign lands described in said instrument.

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