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NAME: KRAFT CUSTOM HOMES, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
KRAFT CUSTOM HOMES, L.L.C.**

ARTICLE I

NAME AND ADDRESS

The name of this Limited Liability Company shall be **KRAFT CUSTOM HOMES, L.L.C.**, (the "Company"). The mailing address and street address of the principal office of the Company is c/o 2606 South Horseshoe Drive, Naples, FL 34104.

ARTICLE II

DURATION

This Limited Liability Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company.

ARTICLE III

PURPOSE

This Company is created for the purpose of the construction and sale of homes, and such other business as may be agreed upon by the unanimous consent of the members.

ARTICLE IV

DESIGNATION OF REGISTERED AGENT

The name and address of the registered agent and office of the Company shall be **RICHARD C. GRANT, Esq.**, Grant, Fridkin, Pearson, Athan & Crown, P.A., 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

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Richard C. Grant, Esquire

Grant, Fridkin, Pearson, Athan & Crown, P.A.

5551 Ridgewood Drive, Suite 501, Naples, FL 34108

(941) 514-1000

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ARTICLE V**MANAGEMENT OF COMPANY BUSINESS**

The business of the Company shall be managed by a manager. Kraft Construction Company, Inc., 2606 South Horseshoe Drive, Naples, FL 34104, will initially act as the manager of the Company until its successor is elected. The manager shall conduct the day to day operation and management of the Company on behalf of the members pursuant to the conditions contained herein and the terms and conditions of a written agreement for the operation and management of the Company by and between its members.

ARTICLE VI**LIMITATIONS ON MANAGER**

The Manager shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other members of the Company without obtaining the prior written consent of all members of the Company.

ARTICLE VII**ADDITIONAL MEMBERS**

The members shall have the right to admit additional members on terms and conditions approved by the prior written consent of all members of the Company.

ARTICLE VIII**RIGHT TO CONTINUE BUSINESS OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member of the Company, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining member or members shall have the right to continue the business of the Company in accordance with the terms and conditions of a written agreement for the operation and management of the Company by and between its members.

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FAX AUDIT #H98 000020689**ARTICLE IX****AMENDMENTS**

These Articles may be amended from time to time by the written consent of all members of the Company. The amendments shall be duly signed by all members of this Company and filed with the Florida Department of State.

KRAFT CONSTRUCTION COMPANY, INC.,
a Florida corporation

By: 

F. Fred Pezeshkan, as President
Kraft Construction Company, Inc.,
a Member of Kraft Custom Homes, L.L.C.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for Kraft Custom Homes, L.L.C., at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.


Richard C. Grant

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
KRAFT CUSTOM HOMES, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY**

STATE OF FLORIDA)
 §§
COUNTY OF COLLIER)

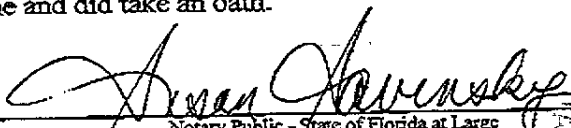
The undersigned, F. Fred Pezeshkan, President of Kraft Construction Company, Inc., the Manager and a member of Kraft Custom Homes, L.L.C., hereby deposes and says:

- 1) The above-named Limited Liability Company, **KRAFT CUSTOM HOMES, L.L.C.**, has at least one member.
- 2) The total amount of cash contributed by the members is Five Thousand and No/100 Dollars (\$5,000.00).
- 3) There is no Company property other than the cash contributed by members as provided in paragraph 2, above.
- 4) The total amount of cash or property anticipated to be contributed by members is Twenty Thousand and No/100 Dollars (\$20,000.00).



F. FRED PEZESHKAN
President, Kraft Construction Company, Inc.,
a Member of Kraft Custom Homes, L.L.C.

Sworn to and subscribed before me this 2nd day of November, 1998, by F. Fred Pezeshkan, who is personally known to me and did take an oath.



Notary Public - State of Florida at Large
Susan Savinsky
Printed Name of Notary Public

My Commission Expires



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