

L99000000027

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LIMITED LIABILITY COMPANY

Brubeck Cottages LLC

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BRUBECK COTTAGES LLC
ARTICLES OF ORGANIZATION

The undersigned, as a duly authorized representative of the Members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization, as one of the Members of the limited liability company:

ARTICLE I. NAME

The name of the limited liability company is BRUBECK COTTAGES LLC (the "Company").

ARTICLE II. ADDRESS

The principal office and mailing address of the Company is:

103 N. Meridian Street
Lower Level
Tallahassee, Florida 32301

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ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

James M. Norman, Esq.
FL Bar No. 132190
Holland & Knight LLP
One East Broward Boulevard, Suite 1300
Fort Lauderdale, FL 33301
954/525-1000

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ARTICLE IV. PURPOSE

The Company is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 103 N. Meridian Street, Lower Level, Tallahassee, FL 32301 as the street address of the initial registered office of the Company and names CorpDirect Agents as the Company's initial registered agent at that address to accept service of process within this State.

ARTICLE VI. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VII. MANAGEMENT

The Company business shall be conducted, carried on, and managed by no less than one (1) Managing Member of the Company, who shall have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Managing Member is as follows:

Rebecca A. Baumann

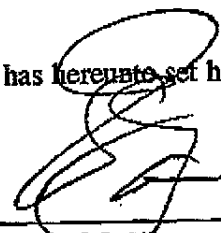
7616 Wingfoot Drive
Raleigh, North Carolina 27615

Such Managing Member shall serve in such capacity until the first annual meeting of the Members or until her successor is duly elected and qualified.

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 4th day of January, 1999.


James M. Norman, Authorized
Representative of the MembersFILED
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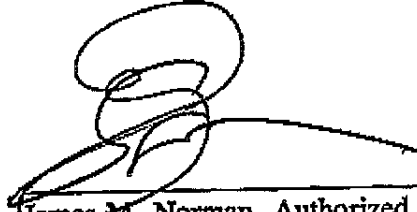
STATE OF FLORIDA

COUNTY OF BROWARD

I, James M. Norman, hereby state:

1. That I am a duly authorized representative of the Members of BRUBECK COTTAGES LLC, a Florida limited liability company (the "Company");
2. That the Company has at least one Member;
3. That the Members of the Company have contributed \$100 in cash to the capital of the Company;
4. That the Members of the Company are expected to contribute \$70,000⁰⁰ as additional capital to the Company;
5. That the agreed value of property other than cash contributed by the Members is zero.

Further affiant sayeth not.


James M. Norman, Authorized
Representative of the Members

The foregoing instrument was acknowledged before me this 4th day of January, 1999 by James M. Norman, who is personally known to me and who did not take an oath.


Notary Public--State of Florida

Print Notary Name:

My Commission Number is:

My Commission Expires:



Colleen A. Bruno

MY COMMISSION # CC76721 EXPIRES

September 18, 2002

BONDED THROUGH TROY FAIR INSURANCE, INC.

FTL1-328189

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that it is familiar with, and accepts, the obligations of such position.

CORP/DIRECT AGENTS

By: Cynthia A. Hicks
Agent: Cynthia A. Hicks

Dated: January 4, 1999

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