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FLOWERS & FLEET, P. A.

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J. D. WINGARD, JR.
(OF COUNSEL)

December 28, 1998

Division of Corporations
Secretary of State
409 E. Gaines St.
Tallahassee, FL 32301

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To whom it may concern:

Enclosed you will find the original and one conformed copy of the Articles of Organization, along with the Affidavit of Membership and Contribution for the following Florida Limited Liability Companies:

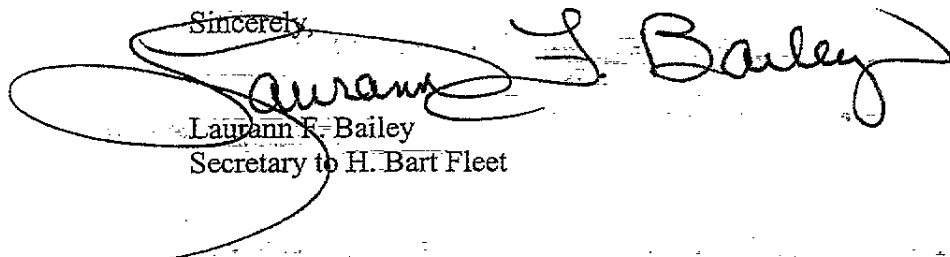
1. GDN No. 1, L.L.C.
2. GDN No. 2, L.L.C.
3. GDN No. 3, L.L.C.
4. GDN No. 4, L.L.C.
5. GDN No. 5, L.L.C.

Also enclosed are five (5) checks in the amount of \$285.00 each for the filing fees and designation of resident agent. Please forward the conformed copies of the Articles of Organization with the filing information to this office.

If you have any questions or need anything further, please do not hesitate to contact me.

Name	1/1/99
Availability	OK
Document Examiner	DCC
Indicator	000
Underwriter / Ifb Verifier	C
Enc: a/s Acknowledgement	DCC
W. P. Verifier	DCC

Sincerely,


Laurann F. Bailey
Secretary to H. Bart Fleet

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EFFECTIVE DATE
1/1/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

GDN No.4, L.L.C.

EFFECTIVE DATE

11/1/99

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

ARTICLE I - NAME

The name of this limited liability company is GDN No.4, L.L.C. (the "Company").

ARTICLE II - PERIOD OF DURATION

The period of duration of the Company shall be from January 1, 1999 until the first to occur of the following:

- (i) Thirty (30) years from the aforementioned date; or
- (ii) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.

ARTICLE III - PURPOSE

The purpose for which the Company is to organize and maintain a real estate rental business. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV - ADDRESS OF INITIAL PRINCIPAL OFFICE OF COMPANY

The street address of the initial principal office in Florida for the Company is 102 Sunset Lane, Shalimar, Florida 32579. The mailing address of the initial principal office in Florida for the Company is P.O. Box 343, Shalimar, Florida 32579

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent in Florida for the Company is H. Bart Fleet, 1201 Eglin Parkway, Shalimar, Florida 32579.

ARTICLE VI - INITIAL CAPITAL CONTRIBUTIONS

The total amount of cash and a description of the agreed value of property other than cash initially contributed to the Company is \$ 30.00.

ARTICLE VII - ADDITIONAL CONTRIBUTIONS

The total additional contributions, if any, agreed to be made by all Members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the Members of the Company.

ARTICLE VIII - ADDITIONAL MEMBERS

An interest of a Member of the Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of the Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee or assignee of the interest of such Member shall have no right to participate in the management of the business and affairs of the Company or to become a Member and in such case

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TALLAHASSEE, FLORIDA

the transferee or assignee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which the transferee Member would otherwise be entitled.

ARTICLE IX - CONTINUITY OF BUSINESS

Upon 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, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained within thirty (30) days thereafter the consent of all the remaining Members of the Company to a continuation thereof.

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ARTICLE X - MANAGEMENT

The Company is to be managed by an operating manager or managers. The name and address of the initial operating manager who is to serve as the operating manager until the first Annual Meeting of Members or until such party's successor is duly elected and qualified is James E. Nabors.

ARTICLE XI - INDIVIDUALS FORMING COMPANY

The names and addresses of the Members forming this Company are as follows:

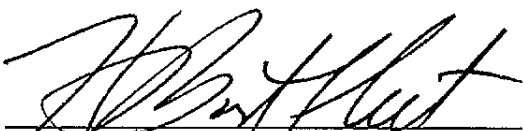
Sharilyn C. Darnell
1 Longwood Drive
Shalimar, FL 32579

Connie L. Gilbert
29 Longwood Drive
Shalimar, FL 32579

James E. Nabors
17 Longwood Drive
Shalimar, FL 32579

and their authorized representative for purposes of executing these Articles of Organization and the attached Affidavit is H. Bart Fleet.

IN WITNESS WHEREOF, the undersigned has executed these Articles on the 28th day of December, 1998, as the authorized representative for the Members of the Company identified above.

By: 
H. Bart Fleet, Authorized Representative

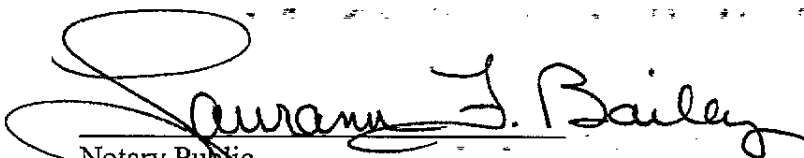
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF OKALOOSA

On this 28th day of December, 1998, before me personally appeared H. Bart Fleet, the authorized representative of the Members of the Company, a Florida Limited Liability Company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.


Notary Public
My Commission Expires:



ACCEPTANCE BY THE REGISTERED AGENT

I, H. Bart Fleet, hereby accept appointment as Registered Agent for the Limited Liability Company, GDN No.4, L.L.C., and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below on this 28th day of December, 1998.


H. Bart Fleet, Registered Agent

THIS INSTRUMENT PREPARED BY:

H. Bart Fleet
1201 Eglin Parkway
Shalimar, FL 32579

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND
CONTRIBUTIONS OF GDN No.4, L.L.C.
(the "Company")

The undersigned, being the authorized representative of the Members of the Company, deposes and says:

- 1) The Company has at least one Member;
- 2) The total amount of cash contributed by the Members to the Company is \$ 30.00;
- 3) If any, the agreed value of property other than cash contributed by Members to the Company is \$ -0-;
- 4) The total amount of other cash or property anticipated to be contributed by the Members to the Company is \$ -0-.

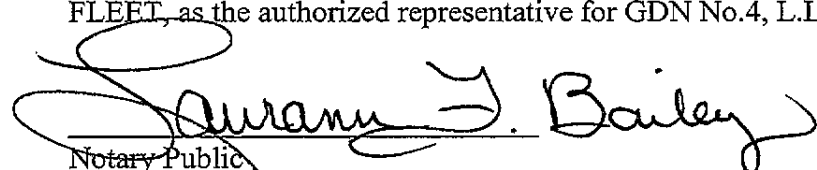
Executed this 28th day of December, 1998.


H. BART FLEET
Authorized Representative

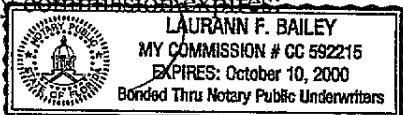
(In accordance with section 608.408(3). Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED BEFORE me this 28th day of December, 1998, by H. BART FLEET, as the authorized representative for GDN No.4, L.L.C., who is personally known to me.


Notary Public

My commission expires:



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