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PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
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WILLIAM W. POUZAR
Of Counsel

January 12, 1999

VIA FEDEX

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

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Re: Articles of Organization for Chickasaw Trail Estates, L.L.C. and Affidavit of
Membership and Contributions for Chickasaw Trail Estates, L.L.C.

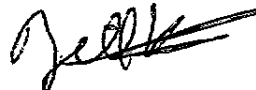
Gentlemen:

Enclosed is the original and a copy of the Articles of Organization and Affidavit of
Membership and Contributions for Chickasaw Trail Estates, L.L.C., together with a check for
\$337.50 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the company's existence commences on the date of execution of the Articles,
please see that the Articles are filed on or before January 20, 1999.

Once the Articles of Organization and Affidavit of Membership and Contributions for
Chickasaw Trail Estates, L.L.C. have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures

cc: Edward H. Hurt, Jr.
Frank J. Doherty
E. Bridger Kirton

EA\WPW\CLIENT\CHICKASAW\ART-INC.LLC

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
P. Verifier	

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION FOR
CHICKASAW TRAIL ESTATES, L.L.C.,
a FLORIDA LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - Name:

The name of the Limited Liability Company is CHICKASAW TRAIL ESTATES, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 1988 South Chickasaw Trail, Orlando, Florida 32825.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual commencing on the date of execution of these Articles of Organization.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by managers and the name and address of the initial managers who shall serve until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>
Edward H. Hurt, Jr.	1106 E. Ridgewood Street Orlando, Florida 32803-5728
Frank J. Doherty	1830 Billingshurst Court Orlando, Florida 32825
E. Bridger Kirton	1988 South Chickasaw Trail Orlando, Florida 32825

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be with the affirmative vote of a majority of the Members.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

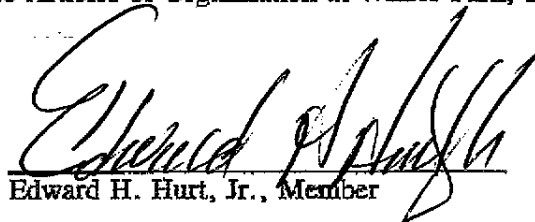
ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company 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 limited liability company shall be only with the affirmative vote of a majority of the remaining Members.

ARTICLE VII - Initial Registered Office and Registered Agent

The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 1106 E. Ridgewood Street, Orlando, Florida 32803-5728. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Limited Liability Company at that address is Edward H. Hurt, Jr. The Members may from time to time designate a new registered agent.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these Articles of Organization at Winter Park, Florida, this ____ day of January, 1999.


Edward H. Hurt, Jr., Member

Having been named as registered agent for the above mentioned Limited Liability Company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.

Signature: 

Edward H. Hurt, Jr.

Date: 1/12/99

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS FOR
CHICKSAW TRAIL ESTATES, L.L.C.**

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned, personally appeared Edward H. Hurt, Jr., a member or authorized representative of a member of CHICKSAW TRAIL ESTATES, L.L.C., a Florida Limited Liability Company, who deposes and says, as follows:

1. The Limited Liability Company has at least two members.
2. the total amount of cash contributed by the members is the sum of \$45,000.00.
3. The agreed value, if any, of property other than cash contributed by members is none.
4. The amount of cash or property anticipated to be contributed by members is the sum of \$350,000.00

This total includes amounts from 2 and 3 above.

Dated January 11, 1999.


Edward H. Hurt, Jr.

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.

01/11/99

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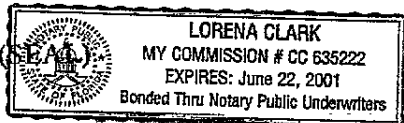
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MARLOWE APPLETON

006/007

STATE OF FLORIDA
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority this 12th day of January, 1999,
personally appeared Edward H. Hurt, Jr., who is personally known to me ~~or who has produced~~
~~as identification~~ and who did take an oath.



Lorena Clark
NOTARY PUBLIC

Lorena Clark
(Type or Print Name of Notary)