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REFERENCE : 149619 4381472

AUTHORIZATION : Patricia Pizit

COST LIMIT : \$ 346.25

FILED
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DIVISION OF CORPORATIONS
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ORDER DATE : February 26, 1999

ORDER TIME : 11:17 AM

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CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

L99-1099

DOMESTIC FILING

NAME: VISTA DEL LAGO, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

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ARTICLES OF ORGANIZATION
OF
VISTA DEL LAGO, L.L.C.

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The undersigned acting as the organizer of Vista Del Lago, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is Vista Del Lago, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 1115 East Livingston Street, Orlando, Florida 32803.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV - Management:

The Company is to be managed by its Members and the name and address of the initial Member is:

<u>NAME</u>	<u>ADDRESS</u>
Peterson Investments, Ltd., a Florida limited partnership	1115 East Livingston Street Orlando, Florida 32803

Upon unanimous vote of the Members, the Company may be managed by a Manager, who shall be elected as described in the Regulations.

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

ARTICLE VI - Adoption of Regulations:

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

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ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be William N. Leary and the street address of the Company's initial registered office is 1115 East Livingston Street, Orlando, Florida 32803.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Regulations, the remaining members shall continue the business of the Company, which shall not be dissolved, 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 WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization as of this 25th day of February, 1999.

PETERSON INVESTMENTS, LTD., a
Florida limited partnership

By: Tamkar, Inc., a Florida corporation, its
general partner

By: 
William N. Leary, President

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of Vista Del Lago, L.L.C. deposes and says:

- 1. The total amount of cash contributed by the Members is \$116,985.00.
- 2. The agreed value of property other than cash contributed by the Members is \$0.
- 3. The total amount of cash or property anticipated to be contributed by the Members is \$116,985.00. This total includes amounts from paragraphs 1 and 2 above.

**PETERSON INVESTMENTS, LTD., a
Florida limited partnership, Member**

By: Tamkar, Inc., a Florida corporation, its
general partner

By: *William N. Leary*
William N. Leary, President

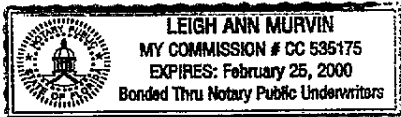
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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of February, 1999, by William N. Leary, as President of Tamkar, Inc., a Florida corporation, as general partner of Peterson Investments, Ltd., a Florida limited partnership, a Member of Vista Del Lago, L.L.C., and who ~~is personally known to me~~ and who did not take an oath.

*produced Florida Driver's License # L600934631740
as identification*

Leigh Ann Murvin
(Signature of Notary Public)



(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. _____

My commission expires: _____

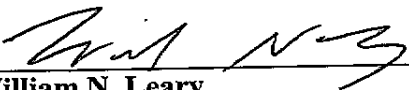
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Vista Del Lago, L.L.C.
2. The name and address of the registered agent and office is:

William N. Leary
1115 East Livingston Street
Orlando, Florida 32803

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



William N. Leary

Dated as of the 25th day of February, 1999.

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