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AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 10 PM 11:32

ORDER DATE : March 10, 1999

ORDER TIME : 10:21 AM

ORDER NO. : 163220-005

CUSTOMER NO: 80775A

CUSTOMER: Robert R. Cyrus, Esq
ROBERT R. CYRUS, ESQ
ROBERT R. CYRUS, ESQ

214-a North 3rd Street
Leesburg, FL 34748

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****337.50 ****337.50

DOMESTIC FILING

NAME: TODD THOMAS GOLF, 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
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

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Name	023-10
Availability	
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Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

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**ARTICLES OF ORGANIZATION
OF
TODD THOMAS GOLF, L.C.**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **TODD THOMAS GOLF, L.C.**

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be **5521 Citation Court, Lady Lake, Florida, 32159.**

ARTICLE III -- DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is **ROBERT H. RHODES, 5521 Citation Court, Lady Lake, FL 32159.**

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in the Affidavit of Membership and Contributions filed simultaneously herewith.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The names and address of the members of the company are

NAME	ADDRESS
ROBERT H. RHODES	5521 Citation Court Lady Lake, FL 32159
WILLIAM M. RICH	5334 Grove Manor Lady Lake, FL 32159
ARLOW T. LOTHE	6120 Spinaker Loop Lady Lake, FL 32159

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Leesburg, Lake County, Florida, on this 9th day of March, 1999.

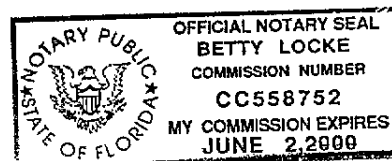
Robert H. Rhodes
ROBERT H. RHODES

STATE OF FLORIDA
COUNTY OF LAKE

Sworn to and subscribed before me this 9th day of March, 1999, by **ROBERT H. RHODES**, who is personally known to me ✓ or who produced the following identification: _____

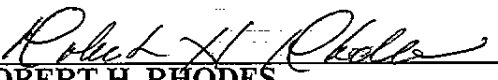
Betty Locke

Notary Public



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **TODD THOMAS GOLF, L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.


ROBERT H. RHODES

Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **TODD THOMAS GOLF, L.C.**, deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$25,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$ N/A. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$120,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: March 9, 1999.

Robert H. Rhodes
ROBERT H. RHODES

STATE OF FLORIDA
COUNTY OF LAKE

Sworn to and subscribed before me this 9th day of March, 1999, by **ROBERT H. RHODES**, who is personally known to me ✓, or who presented the following identification. _____

Betty Locke

Notary Public

