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March 18, 1999

By Federal Express

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

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-03/19/99--01032--006
****285.00 ****285.00

Re: Higginbotham Development Company, L.L.C.

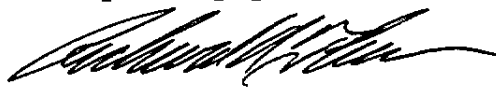
Dear Sir/Madam:

Enclosed for filing are the following documents:

1. Articles of Organization for Higginbotham Development Company, L.L.C. (with affidavit of membership contributions attached); and
2. A designation of Registered Agent and Registered Office for Higginbotham Development Company, L.L.C.

Our firm's check for \$285 to cover the filing fee is enclosed. We would appreciate your returning a filed stamped copy of the Articles of Organization to us following their filing.

Very truly yours,



Richard R. Thames

FILED
99 MAR 19 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	3/25/99
Availability	dec
Document Examiner	RRT/ca
Updater	Enclosures 24563
Updater Verifier	
Acknowledgement	DCC
W. P. Verifier	DCC

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ARTICLES OF ORGANIZATION

OF

HIGGINBOTHAM DEVELOPMENT COMPANY, L.L.C.

Article I

Name

The name of the Limited Liability Company is Higginbotham Development Company, L.L.C. (the "Company").

Article II

Address

The mailing address and street address of the principal office of the Company is 6341 Sandy Ford Road, Callahan, Florida 32011.

Article III

Duration

The period of duration for the Company is perpetual.

Article IV

Management

The Company is to be managed by a committee of Two Managers and the name and address of the initial Managers are:

Albert L. Higginbotham
6341 Sandy Ford Road
Callahan, Florida 32011

Raymond R. Higginbotham
3978 Booth Road
Callahan, Florida 32011

Article V

Admission of Additional Members

The right of the remaining partners to admit additional members and the terms and conditions of the admissions are as follows:

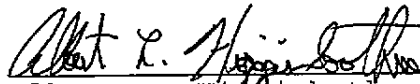
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TALLAHASSEE, FLORIDA


From the date of the formation of the Company, with the unanimous written consent of all the Members (which consent may be unanimously withheld, delayed or conditioned), any Person acceptable to the Members may, subject to the terms and conditions of this Operating Agreement: (i) become an Additional Member in this Company by the sale of new Interests for such consideration as the Members by their unanimous votes shall determine, or (ii) become a Substitute Member as a transferee of a Member's Interest or any portion thereof in the manner prescribed by Article XI of the Company's Operating Agreement.

Article VI

Members Rights to Continue Business

Provided there are at least two remaining members following the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may by unanimous consent elect to continue the business of the Company.


Albert L. Higginbotham
Its Manager


Raymond R. Higginbotham
Its Manager

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

HIGGINBOTHAM DEVELOPMENT COMPANY, L.L.C.

STATE OF FLORIDA)

COUNTY OF DUVAL -)

The undersigned member and authorized representative of Higginbotham Development Company, L.L.C. (the "Company") deposes and says:

1. The above named limited liability company has at least three members.

2. The total amount of cash contributed by the members is \$1,000.

3. The agreed value of the property other than cash contributed by members is \$148,000. A description of the property is attached and made a part hereto.

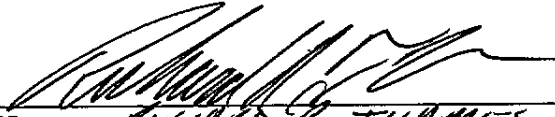
4. The total amount of cash or property anticipated to be contributed by members is \$250,000. This total includes amounts from paragraphs 2 and 3 above.

Raymond R. Higginbotham
Raymond R. Higginbotham
Its Chief Manager

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TALLAHASSEE, FLORIDA

Acknowledgment

This affidavit was executed before me this 16 day of
March, 1999, by Raymond R. Higginbotham, to me personally
known or who produced N/A as
identification and who did/did not take an oath.


Name: RICHARD R. THAMES
Notary Public, State of Florida
at Large.

My commission number:

My commission expires:

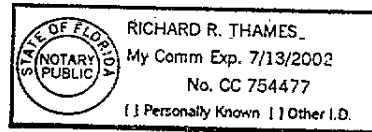


Exhibit A

74 acres of unimproved real property
located in Callahan, Florida.

24493

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
FOR HIGGINBOTHAM DEVELOPMENT COMPANY, L.L.C.

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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 Higginbotham Development Company, L.L.C.

2. The name and address of the registered agent and office is:

Richard R. Thames, Esq.
STUTSMAN & THAMES, P.A.
121 W. Forsyth Street, Suite 600
Jacksonville, Florida 32201

Raymond R. Higginbotham
Raymond R. Higginbotham
Its Member/Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Acceptance by Registered Agent

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, the undersigned hereby 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 its duties, and is familiar with and accept the obligations of its position as registered agent.

STUTSMAN & THAMES, P.A.

By

Richard R. Thames
Richard R. Thames

Florida Bar Number 0718459
121 W. Forsyth Street, Suite 600
Jacksonville, Florida 32202
(904) 358-4000
(904) 358-4001 (Facsimile)