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March 19, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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***675.00 ***337.50

Gentlemen:

I enclose the following documents for filing.

1. Articles of Organization of The Cottages of Venice, L.L.C.
2. Certificate of Designation of Registered Agent/Registered Office for The Cottages of Venice, L.L.C.
3. Articles of Organization of The Cottages of Venice Development, L.L.C.
4. Certificate of Designation of Registered Agent/Registered Office for The Cottages of Venice Development, L.L.C.

I also enclose a check in the amount of \$675.00 representing the filing fee for two limited liability companies and two certificates of designation of registered agent and a certified copy of each Articles of Organization.

Thank you for your attention to this matter.

Sincerely,

Daniel D. Peck

Name	3/26/99
Availability	due
Document	
Examined	DDP/js DCC
Updater	DDP
Enc.	
Updater	
Verifier	McC: Maurice Shave
Acknowledgment	DDP
W. P. Verifier	DCC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4 pages

**ARTICLES OF ORGANIZATION OF THE COTTAGES OF VENICE
DEVELOPMENT, L.L.C., A LIMITED LIABILITY COMPANY**

The undersigned, being a member, is authorized to execute and file these Articles, and hereby certifies that:

ARTICLE I - Name:

The name of the limited liability Company is The Cottages of Venice Development, L.L. C.

ARTICLE II - Address And Registered Agent:

The mailing address and street address of the principal office of the limited liability company is: 870 97th Avenue North, P.O. Box 10580, Naples, Florida 34101-0580. Maurice F. Shave is the registered agent at that address.

ARTICLE III - Duration:

The period of duration for the limited liability company shall be perpetual.

ARTICLE IV - Management:

The limited liability company is to be managed by a manager and the name and address of the person who is to serve as manager is Maurice Shave, 870 97th Avenue North, P.O. Box 10580, Naples, Florida 34101-0580 until and unless a successor is elected and qualifies.

ARTICLE V - Admission of Additional Members:

The members may admit additional members by consent of the manager under such terms as are set by the manager and are consistent with these Articles and the Regulations.

ARTICLE VI - Members' Rights to Continue Business

The remaining members of the limited liability company may 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 unless more than two-thirds of the members vote to terminate the business.

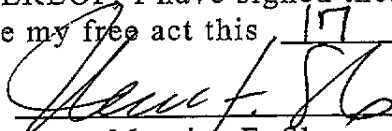
ARTICLE VII - Affidavit of Membership and Contributions

Pursuant to section 608.424 of the Florida statutes, no member of the limited liability company other than the manager shall be an agent of the company solely by virtue of being a member, and no member other than the manager shall have authority to incur debt or contractual liability on behalf of the company solely by virtue of being a member. Any Regulations of the company as defined in Florida statutes section 608.402(13) must be in writing and signed by all the initial members.

The undersigned member of The Cottages of Venice Development, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is about \$10,000;
- 3) there is no property other than cash contributed by members;
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is about \$20,000.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my free act this 17 day of March, 1999


Maurice F. Shave

(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.)

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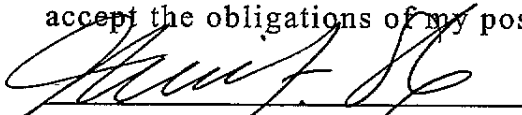
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 AND 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is The Cottages of Venice Development, L.L.C.

2. The name and the Florida street address of the registered agent and registered office are: Maurice F. Shave, 870 97th Avenue North, Naples, Florida 34128.

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 that 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.


Maurice F. Shave

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