

L990000001907

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Newport Bay Horses, L.C.

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Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
☒ L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
☒ Cert. Copy _____
Photo Copy _____
☒ Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
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DIVISION OF CORPORATIONS

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NEWPORT BAY HOMES, (L.C.)
A Florida Limited Liability Company

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Articles of organization for a Florida Limited Liability Company

ARTICLE I

The name of the limited liability company is NEWPORT BAY HOMES, L.C., a limited company organized under the laws of the State of Florida, and doing business therein.

ARTICLE II

The mailing address and the principal place of business of the limited liability company is Newport Bay Homes, L.C., 250 Vinings Way Boulevard, No. 208, Destin, Florida 32541.

ARTICLE III

The period of duration of this limited liability company known as NEWPORT BAY HOMES, L.C., shall be perpetual in accordance with the business organizations of the laws of the State of Florida.

ARTICLE IV

NEWPORT BAY HOMES, L.C., is to be managed by RICHARD A. SIMONS, 13028 Plantation Park Circle, Orlando, Florida ; STEVEN L. SIMONS, Tupelo, Mississippi; ROBERT N.S. PARRY, 120-32 Prospect Street, Ridgefield, CT 06877, a majority affirmative vote of the managers, shall and will be considered as binding upon the actions of this L.C.; the L.C. does hereby provide that additional members of the LC may be admitted upon the concurrence of the present members, and the additional members shall then have the same voting rights in the percentage of the members admitted to the L.C.

ARTICLE V

NEWPORT BAY HOMES, L.C., by concurrence of the members, may appoint an individual manager to act in the company's behalf upon the majority vote of the members of the company, and which managers duties shall be specifically spelled designated in the appointment of L.C. partnership manager.

ARTICLE VI

Additional members admitted shall only be admitted upon the terms and conditions of 100% affirmative vote for admission of all the present members of the L.C.; although no additional member

shall be admitted without said new member placing capital in the amount equal to that new member's additional percentage of ownership of the total assets of the L.C. upon the new member being admitted.

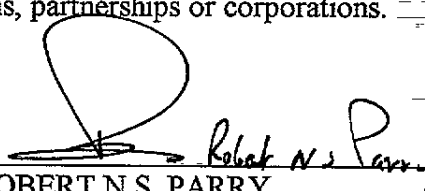
ARTICLE VII

In the event of the demise, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or of any occurrence or events which terminates the continued membership of a member in NEWPORT BAY HOMES, L.C., the company shall pay to that member or the heirs of his estate, or the trustee, within one year of the happening of the event, whereby the member whose death, retirement, resignation, expulsion, bankruptcy or dissolution does occur, his percentage of net assets of NEWPORT BAY HOMES, L.C.

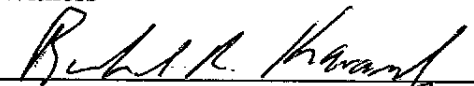
The net assets shall be determined from the books of the company examined by a CPA designated by NEWPORT BAY HOMES, L.C. using the normal accounting methods as prevalent in the industry.

ARTICLE VIII

The purpose of NEWPORT BAY HOMES, L.C. is to engage in business for profit in the State of Florida or in any other state where it may be registered as a foreign L.C., the L.C.'s primary purpose is the development of land, building, residential homes, apartments, and condominium and provide for the construction, financing, and sale of same; the L.C. may additionally engage in all other legal business enterprises for profit that a majority of the L.C. members vote to invest in, purchase in, or participate in with any other persons, firms, partnerships or corporations.

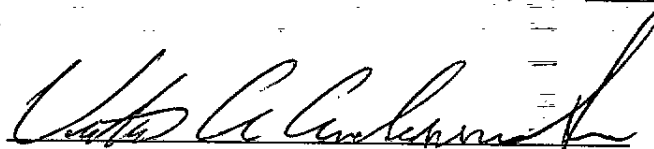

ROBERT N.S. PARRY
Organizing Partner


Witness


Witness

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TALLAHASSEE, FLORIDA

SWORN TO AND SUBSCRIBED before me, the undersigned authority, this 2nd day of April, 1999.


Notary Public

VICTOR A. ANDERSON SR.
Notary Public
My Commission Expires
August 31, 2002

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: NEWPORT BAY HOMES, L.C.
(250 VININGS WAY BOULEVARD #202, AUSTIN, FL. 32541)

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

CAPITAL CONNECTION, INC.
(NAME)
417 E. VIRGINIA ST., SUITE 1
(P.O. BOX NOT ACCEPTABLE)
TALLAHASSEE, FL. 32301
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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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.

"Capital Connection, Inc. by Lauren Strong, Client Representative"

Lauren Strong April 5, 1999
(DATE)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of

New Port

Bay Homes, LC.

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

\$ 50,000.00

3) if any, the agreed value of property other than cash contributed by member(s) is

\$ 25,000.00

A description of the property is attached and made a part hereto.

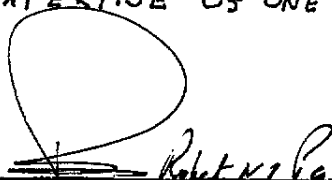
4) the amount of cash or property anticipated to be contributed by member(s) is

\$ _____

5) the total amount of 2, 3, and 4 is

\$ 75,000.00

* LABOR AND EXPERTISE OF ONE OF THE PARTNERS


Signature of a member or authorized representative of a member.
(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.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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