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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 29, 1999

Malunie Walnus

C T CORPORATION SYSTEM 660 EAST JEFFERSON STREET TALLAHASSEE, FL 32301

SUBJECT: HOMES OF DISTINCTION, L.L.C.

Ref. Number: W99000010116

We have received your document for HOMES OF DISTINCTION, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all apprpriate places. One or more words must be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

10:

Diane Cushing Corporate Specialist

Letter Number: 999A00023069

SEIVED WENNER

Maryer H. 2222

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is:

Designer Homes of Distinction L.L.C.

ARTICLE II - Address

The mailing address of the principal office of the Limited Liability Company is:

2651 Park Windsor Drive, Suite 201 Fort Myers, Florida 33901

ARTICLE III - Duration

The period of duration of the Limited Liability Company shall be:

Perpetual

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Robert J. Quillen

Mark Massey

2651 Park Windsor Drive

2651 Park Windsor Drive

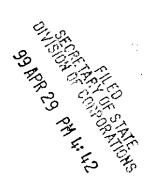
Fort Myers, Florida 33901

Fort Myers, Florida 33901

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Limited Liability Company is:

Robert J. Quillen 2651 Park Windsor Drive Fort Myers, Florida 33901



ARTICLE VI - Registered Office

The street address of the initial registered office of the Limited Liability Company

is:

2651 Park Windsor Drive, Suite 201 Fort Myers, Florida 33901 SECRETOR COMPORATIONS
SECRETOR OF COMPORATIONS
OR APR 29 PM 1: 12

Robert I Quillet

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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.

By Mary Gull

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Designer Homes of certifies: Distinction L.L. the above-named limited liability company has at least one member; 1. 2. the total amount of cash contributed by the member(s) is: \$ 3. if any, the agreed value of property other than cash contributed by member(s) is: (A description of the property is attached and made a part hereto); and the total amount of cash and property contributed and anticipated to be 4. contributed by member(s) is: 1,000.00

Signature of Member of Authorized Representative

(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)

Robert J. Quillen

Typed or print name of signee