

LAW OFFICES
OF
GOLDSMITH & GROUT
PROFESSIONAL ASSOCIATION

KAREN L. GOLDSMITH
JONATHAN S. GROUT
PETER A. LEWIS
RANDY C. BRYAN

L99000002536

May 4, 1999

900002862489--9
-05/04/99--01093--007
****346.25 ****346.25

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

To Whom It May Concern:

Enclosed please find the Articles of Organization for Goldsmith & Grout Real Estate Holdings, LLC, and a check in the amount of \$346.25 to cover the filing fee, certified copy, Certificate of Registered Agent and a Certificate of Status.

Please call me when those documents are ready so that I may have a courier pick them up at your offices.

Thank you very much for your cooperation.

Sincerely,

Peter A. Lewis
Peter A. Lewis

Enclosure

*Call
when
Ready*

FILED
99 MAY -4 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	PAL/tt
Availability	5/4/99
Document Examiner	DEC
Notar	DEC
Notar Verifier	DCC
Acknowledgement	DCC

385 West Fairbanks Avenue, #300
W. P. Verity Post Office Box 2011
Winter Park, FL 32790-2011
Telephone (407) 740-0144
Telecopier (407) 740-8574

L99000002536

Reply to:

307 West Park Avenue
Post Office Box 1017
Tallahassee, FL 32302-1017
Telephone (850) 222-1745
Telecopier (850) 222-0708

6 pages

**ARTICLES OF ORGANIZATION
OF
GOLDSMITH & GROUT REAL ESTATE HOLDINGS, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I - NAME

The name of this Limited Liability Company shall be Goldsmith & Grout Real Estate Holdings, LLC.

ARTICLE II - MAILING ADDRESS

The mailing address for Goldsmith & Grout Real Estate Holdings, LLC shall be P.O. Box 2011, Winter Park, Florida 32790-2011. The street address of the principal office of Goldsmith & Grout Real Estate Holdings, LLC shall be 2180 North Park Avenue, Suite 100, Winter Park, Florida 32789.

ARTICLE III - DURATION

The period of duration for Goldsmith & Grout Real Estate Holdings, LLC shall be perpetual from the date of filing these Articles with the Department of the State, except for the limitations set out in Florida Statutes Section 608.441.

ARTICLE IV - REGISTERED AGENT & OFFICE

The name of the initial registered agent of Goldsmith & Grout Real Estate Holdings, LLC is Karen L. Goldsmith. The street address of the initial registered agent of Goldsmith & Grout Real Estate Holdings, LLC is 2180 North Park Avenue, Suite 100, Winter Park, Florida 32789.

ARTICLE V - ADDITIONAL MEMBERS

Additional Members may be admitted upon the unanimous consent of the Members of Goldsmith & Grout Real Estate Holdings, LLC, upon the written application of such new Member, in the manner set forth in the Regulations and Operating Agreement of Goldsmith & Grout Real Estate Holdings, LLC.

ARTICLE VI - TERMINATION OF MEMBERSHIP

If a Member of Goldsmith & Grout Real Estate Holdings, LLC dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in Goldsmith & Grout Real Estate Holdings, LLC, the remaining Members may, by unanimous written agreement, continue the business of Goldsmith & Grout Real Estate Holdings, LLC.

ARTICLE VII - MANAGEMENT

Goldsmith & Grout Real Estate Holdings, LLC is to be managed by the Members in proportion to their capital contributions and the names and addresses of the managing Members are:

Karen L. Goldsmith
1033 Howell Harbor Drive
Casselberry, FL 32707

Jonathan S. Grout
3017 Santee Place
Jacksonville, FL 32259

ARTICLE VIII - AMENDMENT OF ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of Goldsmith & Grout Real Estate Holdings, LLC. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE IX - REGULATIONS

The Members shall have the power to adopt, alter, amend, or repeal regulations of Goldsmith & Grout Real Estate Holdings, LLC containing provisions for the regulation and management of the affairs of Goldsmith & Grout Real Estate Holdings, LLC.


ARTICLE X - INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed as part of Goldsmith & Grout Real Estate Holdings, LLC's corporate records.

ARTICLE XI – TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of Goldsmith & Grout Real Estate Holdings, LLC may be transferred or assigned only to such extent and in the manner provided in the Regulations and Operating Agreement.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on May 3, 1999.



Karen L. Goldsmith, a Member

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3rd day of May, 1999, by Karen L. Goldsmith, who is personally known to me.



Darlene Brown
MY COMMISSION # CC767265 EXPIRES
October 2, 2002
BONDED THRU TROY FARM INSURANCE, INC.


NOTARY PUBLIC
My commission expires:

FILED
99 MAY -4 PM 3:30
NOTARY PUBLIC
STATE OF FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR GOLDSMITH & GROUT REAL ESTATE HOLDINGS, LLC**

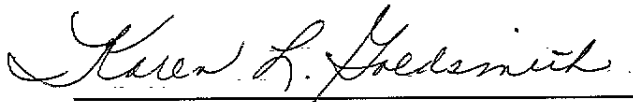
PURSUANT TO THE PROVISIONS OF FLORIDA STATUTES SECTION 608.415, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED
99 MAY -4 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is Goldsmith & Grout Real Estate Holdings, LLC.
2. The name and address of the registered agent and office is as follows:

Karen L. Goldsmith
2180 North Park Avenue, Suite 100
Winter Park, Florida 32789.

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.



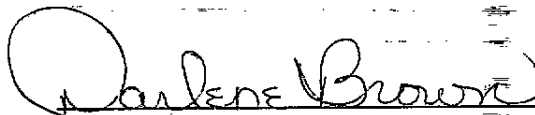
Karen L. Goldsmith

5/3/99

Date

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3rd day of May, 1999, by Karen L. Goldsmith, who is personally known to me.



NOTARY PUBLIC

My commission expires:

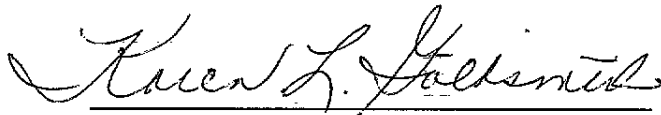


Darlene Brown
MY COMMISSION # CC767265 EXPIRES
October 2, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR GOLDSMITH & GROUT REAL ESTATE HOLDINGS, LLC**

The undersigned Member of Goldsmith & Grout Real Estate Holdings, LLC
deposes and says:

1. The above named limited liability company has at least one Member
2. The total amount of cash contributed by the Members is \$18,125.00.
3. If any, the agreed value of property or other cash contributed by Members is \$0. A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by Members is \$18,125.00. This total includes amounts from 2 and 3 above.

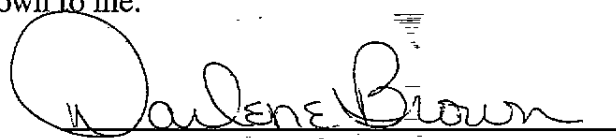

Karen L. Goldsmith

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3rd day of May, 1999,
by Karen L. Goldsmith, who is personally known to me.



Darlene Brown
MY COMMISSION # CC767265 EXPIRES
October 2, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC
My Commission Expires: