

CAPITAL CONNECTION, INC.

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

L99000003058

Gratitude Homes, LLC

600002888306--8
-05/27/99--01047--017

*****40.75 *****40.75
600002888306--8
-05/27/99--01047--016

*****43.75 *****43.75

600002888306--8
-05/27/99--01047--015

****296.75 ****296.75

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 \$ 5 copies

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

Courier

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 27 PM 1:44

RECEIVED
99 MAY 27 AM 11:10
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS

L99-3058

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

5/27 10:20

ARTICLES OF ORGANIZATION
OF
GRATITUDE HOMES, L.L.C.

The undersigned, pursuant to the Florida Limited Liability Company Act, does hereby make, acknowledge, and file the following Articles of Organization:

ARTICLE I

The name of the Limited Liability Company is: GRATITUDE HOMES, L.L.C.

ARTICLE II

The mailing address and the street address of the principal office of the company is 407 Apachee Trail, Brandon, Florida 33511.

ARTICLE III

The company shall commence its existence on the date that these Articles of Organization are filed with the Florida Department of State. The company shall have perpetual existence, unless terminated as provided in Article IV hereof.

ARTICLE IV

The company shall be dissolved upon the unanimous agreement of all members. The company shall also be dissolved by the death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of any member; notwithstanding, upon such death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of any member, the other members then holding not less than a majority of the remaining percentage shares of interest of the company may consent to the continuance of the company's business.

ARTICLE V

No additional members may be admitted to the company except upon the unanimous written approval of the members, and upon such terms and conditions, including whether such additional member shall have management authority, as shall be established by members of the company holding not less than a majority of the percentage shares of interest in the company.

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ARTICLE VI

The company shall be managed by a managing member, whose name and address is:

~~THE CLUB YANA, INC.~~
~~Edward Brosnan~~
407 Apachee Trail
Brandon, Florida, 33511

The managing member shall hold the exclusive voting interest in the company and the exclusive power to adopt, alter, amend, or repeal the regulations of the company.

ARTICLE VII

The members of the company may enter into a membership and operating agreement to provide regulations for the affairs of the company, and other matters concerning the relative rights and obligations of the members; provided, however, that said operating agreement may not contravene these articles or the Florida Limited Liability Company Act.

ARTICLE III

An affidavit of membership and contributions with companies attached hereto as Exhibit "A."

ARTICLE IX

A certificate of designation of registered agent/registered office for the company is attached hereto as Exhibit "B."

IN WITNESS WHEREOF the undersigned member of the company has executed these articles this 25 day of May, 1999.

THE CLUB YANA, INC.


Edward Brosnan, member

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EXHIBIT "B"

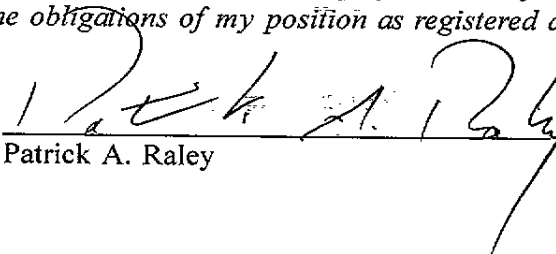
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 GRATITUDE HOMES, L.L.C.
2. The name and the Florida street address of the registered agent are:

Patrick A. Raley
180 S. Knowles Avenue, Suite 7
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.


Patrick A. Raley

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EXHIBIT "A"

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority personally appeared EDWARD BROSNAN,
who after being duly sworn stated:

1. The above named limited liability company has at least one member;
2. The total amount of cash contributed by the member(s) is \$1.00;
3. If any, the agreed value of property other than cash, a description being attached, contributed by the member(s) is \$ (none);
4. No additional cash or other property is anticipated to be contributed to the company by the members.

FURTHER AFFIANT SAITH NAUGHT.


Edward Brosnan

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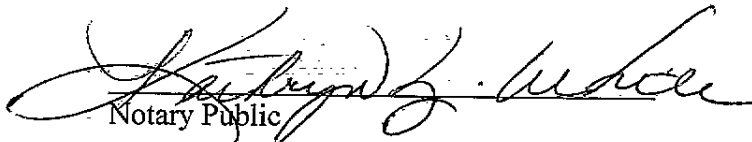
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA
COUNTY OF Willsborough

Sworn to and subscribed before me this 25 day of May, 1999, by EDWARD BROSNAN, who is personally known to me or who produced Personally Known as identification.

My Commission Expires:

10-05-99


Notary Public

