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ACCOUNT NO. : 072100000032

REFERENCE : 276050 150991A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 16, 1999

ORDER TIME : 11:13 AM

ORDER NO. : 276050-005

CUSTOMER NO: 150991A

CUSTOMER: Todd W. Fennell, Esq
GOULD COOKSEY FENNELL O'NEILL
GOULD COOKSEY FENNELL O'NEILL
979 Beachland Boulevard

Vero Beach, FL 32963

FILED
99 JUN 16 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BEUTTELL DEVELOPMENT, L.L.C.

EFFECTIVE DATE:

900002906549--8

-06/16/99--01059--011

****337.50 ****337.50

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

① addresses of
mgrm.

Name	XX
Available	XX
Document Examiner	CONTACT PERSON: Christine Lillich
Updater	DCC
Triater	DCC
Verifyer	DCC
Acknowledgement	DCC
W. P. Verifyer	DCC

EXAMINER'S INITIALS: _____

54-12-99

W990000014095



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 16, 1999

CHRISTINE LILLICH
CSC
TALLAHASSEE, FL 32301

SUBJECT: BEUTTELL DEVELOPMENT, L.L.C.
Ref. Number: W99000014095

RESUBMIT

Please give original
submission date as file date.

We have received your document for BEUTTELL DEVELOPMENT, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the addresses of the managing members.

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.

Diane Cushing
Corporate Specialist

Letter Number: 799A00032419

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I -- NAME

The name of the Limited Liability Company is **BEUTTELL DEVELOPMENT, L.L.C.**

ARTICLE II -- ADDRESS

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

1850 - 43rd Avenue, Suite C
Vero Beach, Florida 32960

ARTICLE III -- DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV -- MANAGEMENT

The Limited Liability Company shall be managed by three (3) Managing Members. The names and addresses of the initial Managing Members are RICHARD C. BEUTTELL, JR., ISABELLE B. DAYTON and GEORGE M. BEUTTELL. The Managing Members shall be elected annually in the manner prescribed by the Operating Agreement for this Limited Liability Company. The address for members is P.O. Box 7020, Vero Beach, Florida 32961.

ARTICLE V -- ADMISSION OF ADDITIONAL MEMBERS

The Limited Liability Company shall, with the Managing Members' consent, have the right to admit additional Members upon a vote of a majority of the Members.

ARTICLE VI -- MEMBERS' RIGHTS TO CONTINUE BUSINESS


The remaining Members of the Limited Liability Company shall have the right to elect to 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, by a vote of a majority of the remaining Members.

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ARTICLE VII -- EFFECTIVE DATE

These Articles of Organization shall be effective upon the date of filing.

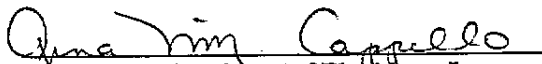
IN WITNESS WHEREOF, the Managing Member has affixed his signature this 14th day of June, 1999.


RICHARD C. BEUTTELL, JR.,
Managing Member

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, the undersigned authority, personally appeared RICHARD C. BEUTTELL, JR. to me known to be the individual described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Vero Beach, said County and State aforesaid, this 14th day of June, 1999.


Notary Public, State of Florida at Large.
My commission expires:



Gina M. Cappello
MY COMMISSION # CC834414 EXPIRES
June 21, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEUTTELL DEVELOPMENT, L.L.C.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned Members of **BEUTTELL DEVELOPMENT, L.L.C.** certify:

1. The above-named Limited Liability Company has at least one (1) Member; and
2. The total amount of cash contributed by all Members is Twenty Thousand and no/100 Dollars (\$20,000.00);
3. The agreed value of property other than cash contributed by all Members Five Hundred Seventy-seven Thousand Five Hundred and no/100 Dollars (\$577,500.00) consisting of approximately seventy-eight (78) acres of real property;
4. The total amount of cash and property contributed and anticipated to be contributed by the Members is Five Hundred Ninety-seven Thousand Five Hundred and no/100 Dollars (\$597,500.00).


ISABELLE B. DAYTON, Member


RICHARD C. BEUTTELL, JR., Member


GEORGE M. BEUTTELL, Member

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TALLAHASSEE, FLORIDA

BEUTTELL DEVELOPMENT, L.L.C.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE

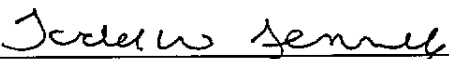
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is **BEUTTELL DEVELOPMENT, L.L.C.**
2. The name and the Florida street address of the registered agent is:

Todd W. Fennell, Esquire
979 Beachland Boulevard
Vero Beach, Florida 32963

ACCEPTANCE OF REGISTERED AGENT

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.


TODD W. FENNELL, Registered Agent

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