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LIMITED LIABILITY COMPANY

MERIDIAN GOLF GROUP, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
MERIDIAN GOLF GROUP, L.L.C.**

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ARTICLE I

NAME AND ADDRESS

The name of this Limited Liability Company shall be **MERIDIAN GOLF GROUP, L.L.C.** (the "Company"). The mailing address and street address of the principal office of the Company is 2940 South Horseshoe Drive, Suite 800, Naples, Florida 34104.

ARTICLE II

DURATION

This Limited Liability Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company.

ARTICLE III

DESIGNATION OF REGISTERED AGENT

The name and address of the registered agent and office of the Company shall be **G. HELEN ATHAN, Esq.**, Grant, Fridkin, Pearson, Athan & Crown, P.A., 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

ARTICLE IV

MANAGEMENT OF COMPANY BUSINESS

The business of the Company shall be managed by its managing members. The name and address of the initial managing member is **JIMMY C. STEWART**, 2940 South Horseshoe

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G. Helen Athan, Esquire

Grant, Fridkin, Pearson, Athan & Crown, P.A.

5551 Ridgewood Drive, Suite 501, Naples, FL 34108

(941) 514-1000

Florida Bar #0776688

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Drive, Suite 800, Naples, Florida 34104, who shall serve until his successor is elected and qualifies. The manager shall conduct the day to day operation and management of the Company on behalf of the members pursuant to the conditions contained herein and the terms and conditions of a written agreement for the operation and management of the Company by and between its members.

ARTICLE V

LIMITATIONS ON MANAGER

The Manager shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other members of the Company without obtaining the prior written consent of all members of the Company.

ARTICLE VI

ADDITIONAL MEMBERS

The members shall have the right to admit additional members on terms and conditions approved by the prior written consent of all members of the Company.

ARTICLE VII

RIGHT TO CONTINUE BUSINESS OF COMPANY

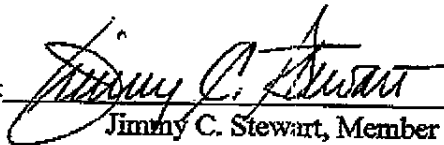
Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member of the Company, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining member or members shall have the right to continue the business of the Company in accordance with the terms and conditions of a written agreement for the operation and management of the Company by and between its members.

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ARTICLE VIII

AMENDMENTS

These Articles may be amended from time to time by the written consent of all members of the Company. The amendments shall be duly signed by all members of this Company and filed with the Florida Department of State.

By: 
Jimmy C. Stewart, Member

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for Meridian Golf Group, L.L.C., at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.


G. Helen Athan

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF MERIDIAN GOLF GROUP, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

STATE OF FLORIDA)
 §§
COUNTY OF COLLIER)

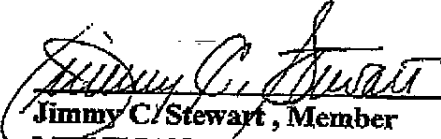
The undersigned, Jimmy C. Stewart, a member of MERIDIAN GOLF GROUP, L.L.C., hereby deposes and says:

1) The above-named Limited Liability Company, MERIDIAN GOLF GROUP, L.L.C., has at least one member.

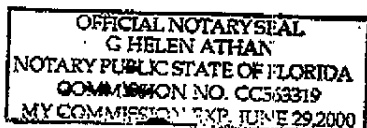
2) The total amount of cash contributed by the members is Two Thousand Five Hundred No/100 Dollars (\$2,500.00).

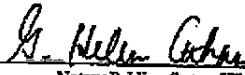
3) There is no Company property other than the cash contributed by members as provided in paragraph 2, above.

4) The total amount of cash or property to be contributed by members is Five Thousand No/100 Dollars (\$5,000.00).


Jimmy C. Stewart, Member
MERIDIAN GOLF GROUP, L.L.C.

Sworn to and subscribed before me this 28th day of July, 1999, by Jimmy C. Stewart, who is personally known to me.




Notary Public - State of Florida at Large
G. Helen Athan
Printed Name of Notary Public

My Commission Expires: June 29, 2000

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