



THE UNITED STATES
CORPORATION
COMPANY

L9900000 4944

ACCOUNT NO. : 072100000032

REFERENCE : 333208 9539A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 285.00

ORDER DATE : August 6, 1999

ORDER TIME : 11:35 AM

ORDER NO. : 333208-005

200002953042--3

CUSTOMER NO: 9539A

CUSTOMER: Ms. Maryann S. Peterson
HARRIS KUKEY & HELGESON
HARRIS KUKEY & HELGESON
Prosperity Garden, Suite 201
11380 Prosperity Farms Road
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: LAVELLE ESTATE HOMES, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

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99 AUG -6 AM 8:15 99 AUG -6 PM 2:16
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 6, 1999

JANNA WILSON
CSC

SUBJECT: LAVELLE ESTATE HOMES, L.L.C.
Ref. Number: W99000018306

We have received your document for LAVELLE ESTATE HOMES, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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) 487-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 099A00039976

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TALLAHASSEE, FLORIDA

RECEIVED
99 AUG 10 PM 4:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESUBMIT

Please give original
submission date as file date.

ARTICLES OF ORGANIZATION OF LAVELLE ESTATE HOMES, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

1.1 The name of the limited liability company shall be Lavelle Estate Homes, L.L.C., and its principal office shall be located at 801 Maplewood Drive, Suite 3, Jupiter, Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address for Lavelle Estate Homes, L.L.C., is 801 Maplewood Drive, Suite 3, Jupiter, FL 33458.

ARTICLE II PURPOSES AND POWERS

2.1 In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

2.1.1. To engage in any activity or business authorized under the Florida Statutes.

2.1.2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

2.1.3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

2.1.4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

2.1.5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law,

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SECRETARY OF STATE

while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

2.1.6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

2.2 The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

2.3 Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

3.1 All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

4.1 This limited liability company shall be managed by one or more managers. The name and address of the persons who shall serve until the first annual meeting of members or until successor(s) are elected and qualified are as follows:

Charles A. Lavelle: 131 Faith Way
Jupiter, FL 33458

Ronald J. Palladino: 136 Gothic Circle
Jupiter, FL 33458

ARTICLE V MEMBERSHIP RESTRICTIONS

5.1 Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

5.2 A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

5.3 On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

6.1 Capital contributions in the amount of \$3,000.00 cash shall be paid to the limited liability company by the members as follows:

Joseph Dempsey	\$1,000	33 1/3%
Charles A. Lavelle	\$1,000	33 1/3%
Ronald J. Palladino	\$1,000	33 1/3%

6.2 Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE VII PROFITS AND LOSSES

7.1 Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of

conducting the business of the limited liability company. Each member shall be entitled to share in the profits pro rata in accordance with their respective capital contributions as set forth above. The distributive share of the profits shall be determined and paid to the members on or before of December 31 of each year, unless the members by majority vote (one vote being given for each dollar of capital contributed) select another date.

7.2 Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members pro rata in accordance with their respective capital contributions as set forth above.

ARTICLE VIII DURATION

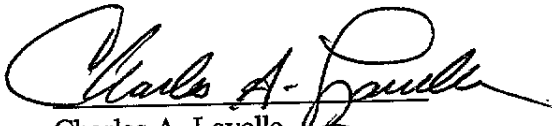
8.1 This limited liability company shall exist until December 31, 2015, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

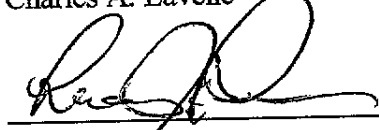
ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

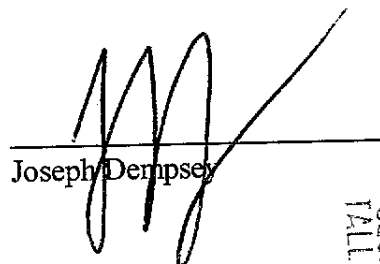
9.1 The address of the initial registered office of the limited liability company is 801 Maplewood Drive, Suite 301, Jupiter, Florida and the name of the company's initial registered agent at that address is Charles A. Lavelle.

9.2 The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Lavelle Estate Homes, L.L.C.

Executed by the undersigned at JUPITER, FLORIDA on the 22 day of JULY, 1999.


Charles A. Lavelle


Ronald J. Palladino


Joseph Dempsey

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

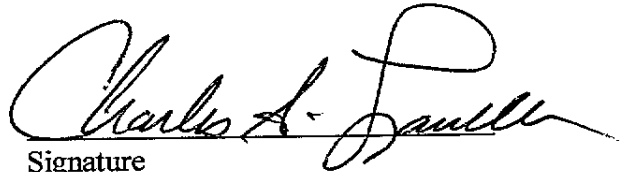
**STATE OF FLORIDA
COUNTY OF PALM BEACH**

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the registered agent for **Lavelle Estate Homes, L.L.C.** is **Charles A. Lavelle** and the street address of the company's principal office where the agent is located is 801 Maplewood Drive, Suite 301, Jupiter, Florida.

2. This statement is to acknowledge that the limited liability company indicated above has appointed me, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Further your Affiant sayeth naught.

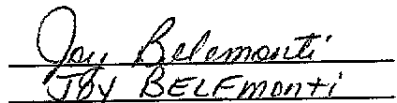


Signature

Charles A. Lavelle

Print name


Sworn to and subscribed before me this 22 day of July, 1999 by CHARLES A. LAVELLE
who is personally known to me or produced as identification and
did take an oath.

 Signature
Joy Belemonti Print name

Notary Public
State of Florida at Large
My commission expires:

\\USERS\AJMBUS-ORG\LAVELLE.LLC\REGAGENT.S02

Joy Belemonti
My Commission CC847864
Expires June 20, 2003

 Joy Belemonti
My Commission CC847864
Expires June 20, 2003

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

State of Florida
County of Palm Beach

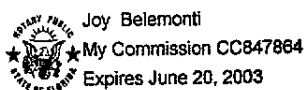
In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of Lavelle Estate Homes, L.L.C. (Affiant) deposes and says:

1. Affiant is over the age of 18 and has personal knowledge of the facts set forth herein
2. The limited liability company identified above has at least two members.
3. The total amount of cash contributed by the members is \$3,000.00.
4. If any, the agreed value of property other than cash contributed by the members is \$0.00.
5. The total amount of cash or property anticipated to be contributed by the members is \$3,000.00. This total includes the amounts from 3 and 4 above.

Further your Affiant sayeth naught.

ht. 
Signature Renato J. Pascasino
Print name

Sworn to and subscribed before me this 22 day of JULY, 1999 by RONALD J. PALLADINO who is personally known to me or produced _____ as identification and did take an oath.



Joy Belemonti Signature
JOY RELEMONTI Print name
Notary Public
State of Florida at Large
My commission expires:

H:\USERS\AH\BUS-ORG\LA VELLE.LLC\MEM-CONT.AFF

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SECURITY
TALAM, SEC. FLORIDA
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