

Division of Corporations

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Florida Department of State

Division of Corporations

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From:

Account Name : MOSLEY, WALLIS & WHITEHEAD, P.A.
Account Number : I19990000009
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LIMITED LIABILITY COMPANY

Satellite Beach Joint Venture, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
SATELLITE BEACH JOINT VENTURE, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME:

The name of the Limited Liability Company is: SATELLITE BEACH JOINT VENTURE, L.L.C. ("Company").

ARTICLE II - ADDRESS:

The mailing address of P.O. Box 99, Melbourne, Florida 32902-0099 and street address of the principal office of the Company shall be 700 Atlantis Road, Melbourne, Florida 32904.

ARTICLE III - DURATION:

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is CURTIS R. MOSLEY, 1221 East New Haven Avenue, Melbourne, Florida 32901.

Mosley, Wallis & Whithead, P.A.
Curtis R. Mosley, Esq.
P.O. Box 1210
Melbourne, FL 32902-1210
(407)984-3842
Facsimile Audit #: H99000020495 0
Florida Bar #: 143318

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ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

NAME	ADDRESS
Spacecoast Development Corp.	P.O. Box 99 Melbourne, FL 32902-0099
Lead Dog Enterprises, Inc. d/b/a First Service Development	P.O. Box 99 Melbourne, FL 32902-0099
First Service Investment Corp.	3885 S. Decatur, Suite 2010 Las Vegas, NV 89103

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Melbourne, Florida, on this 16 day of Aug, 1999.

Name of Organizer

Spacecoast Development Corp.

By: 

Andrew R. Laikin, President

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 16 day of Aug, 1999, by **Andrew R. Laikin, President**, on behalf of the corporation, who is personally known to me or has produced _____ as identification.



Linda A. Collins
MY COMMISSION # CC783605 EXPIRES
August 12, 2001
BONDED THRU TROY FAIN INSURANCE INC.

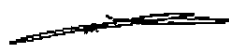

NOTARY

My commission expires:

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization OF SATELLITE BEACH JOINT VENTURE, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



CURTIS R. MOSLEY
Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SATELLITE BEACH JOINT VENTURE, L.L.C., deposes and says:

1. The above named limited liability company has at least one or more members.
2. The total amount of cash contributed by the member(s) is \$100.00
3. If any, the agreed value of property other than cash contributed by member(s) is \$ None. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$100.00.
This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: 8-16, 1999

Spacecoast Development Corp.

By: [Signature]

Andrew R. Laikin

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 16 day of Aug, 1999, by Andrew R. Laikin, who is personally known to me or has produced _____ as identification.



Linda A. Collins
MY COMMISSION # CC763605 EXPIRES
August 12, 2001
BONDED THRU TROY RAIN INSURANCE, INC.

[Signature]
NOTARY

My commission expires: