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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

SUBJECT: LANGLEY HOMES, L.L.C.

700002963587--0
-08/27/99--01002--001
****208.75 ****208.75

700002963587--0
-08/18/99--01079--007
*****85.00 *****85.00

Enclosed please find an original and two (2) copies of the articles of incorporation together with a check in the amount of \$85.00 to cover costs for the following: 1) filing fee, 2) certified copy of articles, and 3) certificate.

From: Name: David J. Szempruch
Address: 5100 North Tamiami Trail, Suite 201
Naples, Florida 34103
Day Phone: (941) 261-8484

09919361

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 26 PM 2:45



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 20, 1999

DAVID J. SZEMPRUCH
5100 NORTH TAMiami TRAIL
SUITE 201
NAPLES, FL 34103

SUBJECT: LANGLEY HOMES, L.L.C.
Ref. Number: W99000019361

We have received your document for LANGLEY HOMES, L.L.C. and your check(s) totaling \$85.00. However, the document has not been filed and is being retained in this office for the following:

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

There is a balance due of \$200.00.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 499A00042049

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Law Office
DAVID J. SZEMPRUCH, P.A.
5100 Tamiami Trail North, Suite 201
Naples, Florida 34103

David J. Szempruch

(941) 261-8484
Fax: (941) 261-1599
After hrs: (941) 649-4577

August 24, 1999

Ms. Agnes Lunt
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: **LANGLEY HOMES, L.L.C.**

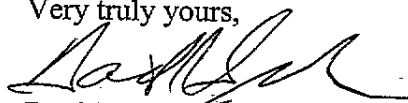
Dear Ms. Lunt:

Per our telephone conversation of this date I am enclosing my check number 1058 in the amount of \$208.75 representing the remainder of the **Langley Homes, L.L.C.** filing fee, Registered Agent fee, and Certificate fee.

Please forward the Secretary's Certificate as soon as possible. Additionally, if you have the time, I would really appreciate a fax of the Certificate faxed to 941-261-1599.

Thank you.

Very truly yours,


David J. Szempruch

DJS/tjs

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

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

**ARTICLE I
NAME**

The name of the limited liability company shall be: **LANGLEY HOMES, L.L.C.**
("Company")

**ARTICLE II
ADDRESS**

The mailing address and the street address of the principal office of the Company shall be:

**5100 Tamiami Trail North
Suite 201
Naples, Florida 34103**

**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 initial registered agent of the Company in the State of Florida are:

**David J. Szempruch, Esq.
5100 Tamiami Trail North
Suite 201
Naples, Florida 34103**

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DIVISION OF CORPORATIONS

ARTICLE V
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 such member's 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 such member's interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI
TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member, 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 member or members.

ARTICLE VII
MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The 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 name and address of the initial manager of the Company is: **MAX MINHAS**, of 301A BAYPOINT, 33 Bluebill Avenue, Naples, Florida 34108.

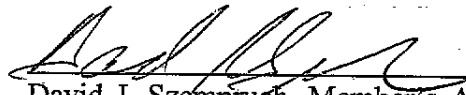
OR

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 managing member(s) of the Company are:

Name	Address
MAX MINHAS,	301A BAYPOINT 33 Bluebill Avenue Naples, Florida 34108

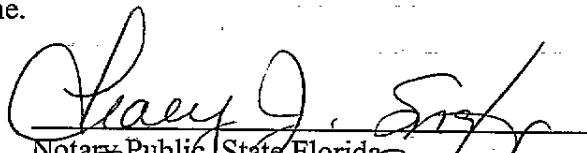
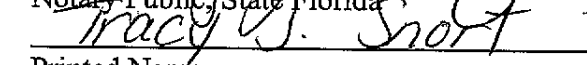
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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Naples, Florida, on August 17, 1999.


David J. Szempruch, Member's Authorized
Representative

State of Florida
County of Collier

SUBSCRIBED AND SWORN TO before me on August 17, 1999, David J. Szempruch, who is personally known to me.


Notary Public, State Florida

Printed Name

My Commission Expires:



Tracy Jo Snorf
My Commission CC613460
Expires January 14, 2001

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CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE

LANGLEY HOMES, L.L.C.

Pursuant to §48.091 and §607.0501, Florida Statutes, the following is submitted:

LANGLEY HOMES, L.L.C., a limited liability company, desiring to organize under the laws of the State of Florida, submits the following statement in designation of its registered office and its Registered Agent within the State of Florida.

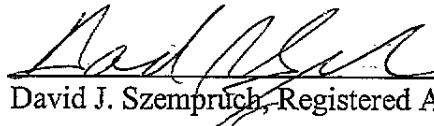
1. The name of the limited liability company is:

LANGLEY HOMES, L.L.C.

2. The name and address of the registered agent and office are:

**David J. Szempruch, Esq.
5100 Tamiami Trail North
Suite 201
Naples, Florida 34103**

The undersigned, being the person named in the articles of organization of LANGLEY HOMES, 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 my duties, and is familiar with and accepts the obligations of the position of registered agent.


David J. Szempruch, Registered Agent

Date: August 17, 1999.

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LANGLEY HOMES, L.L.C.
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, David J. Szempruch, a member or the authorized representative of a member of LANGLEY HOMES, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by members is \$500.00.
3. If any, the agreed value of property other than cash contributed by members is \$00.00. A description of the property, if any, is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by members is in excess of \$500.00. This total includes amounts from 2 and 3 above.

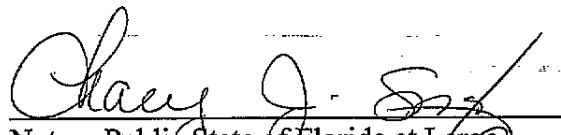
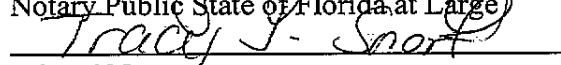
Further Affiant sayeth naught.

Dated: August 17, 1999.


Affiant: David J. Szempruch

State of Florida
County of Collier

Subscribed and sworn to before me on August 17, 1999, by David J. Szempruch, who is personally known to me.


Notary Public State of Florida, at Large

Printed Name

My Commission Expires:



Tracy Jo Snorf
My Commission CC613460
Expires January 14, 2001

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