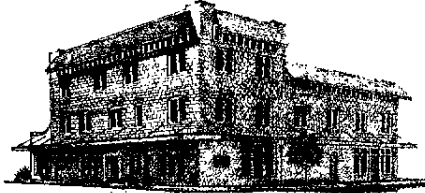


L 99000006120

HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.
ATTORNEYS AT LAW
206 Monarch Avenue West
Bradenton, Florida 34205-7501
(941) 746-1167

LARRY R. CHULOCK
ANNE SHEFFLER DOUGLASS
GEORGE H. HARRISON
G. JOSEPH HARRISON
THOMAS W. HARRISON
ROBERT W. HENDRICKSON, III
W. NELSON KIRKLAND
WESTON F. SMITH



Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400

Fax: (941) 746-9229

Direct Fax #: (941) 747-0583

September 22, 1999

(Via Federal Express)

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-09/23/99-01081-010
****337.50 ****337.50

Re: South Beach Village, L.L.C.

L99-6120
W99-22860

Dear Sir or Madam:

Enclosed please find the following concerning the above-referenced Limited Liability Company:

1. Two (2) original sets of the Articles of Organization, with attached Certificate of Registered Agent.
2. An Affidavit of Capital Contributions.
3. My firm check in the amount of \$337.50 representing the filing fee for the Articles, Registered Agent Designation, and a certified copy of the Articles.

If the enclosed meet with your approval, it will be greatly appreciated if you would file the Articles and Affidavit and return a certified copy of the Articles to the undersigned.

Should you have any questions or require anything further to file these Articles, please do not hesitate to contact me at your earliest convenience.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.

Bob L. Hendrickson, III

RWH:kes
Enclosures

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SEP 23 PM 1:32
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

W9/28

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION
FOR
SOUTH BEACH VILLAGE, L.L.C.

The undersigned, acting as the initial Member of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as Amended (the "Act"), hereby form a Florida Limited Liability Company (the "Company") pursuant to the Act, and hereby set forth the following Articles of Organization (the "Articles"):

ARTICLE I

Name

The Name of the Company is South Beach Village, L.L.C.

ARTICLE II

Commencement Date and Duration

The Company's existence shall commence on September 21, 1999, and shall continue perpetually unless dissolved in accordance with Section 608.441 of the Act.

ARTICLE III

Purpose

The Company is created to purchase, develop, and sell real property, and to engage in any other lawful activity.

ARTICLE IV

Principal Office

The mailing address and the street address of the principal office of the Company shall be 525 8th Street West, Bradenton, FL 34205.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

Registered Agent and Office

The initial registered agent for the Company for service of process shall be Reed W. Mapes, and the address of the registered agent shall be 525 8th Street West, Bradenton, FL 34205.

ARTICLE VI

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Management of Business

The Company shall be managed by a Manager or Managers. Mapes & Mapes, Inc., 525 8th Street West, Bradenton, FL 34205, will serve as Manager of the Company until its successor is elected and qualified as provided in the Operating Agreement. The Manager is hereby authorized to convey and encumber title to all real and personal property of the Company, borrow money or obtain other financial accommodations for the Company, create security interests in any property of the Company, and to otherwise deal with the assets and property of the Company in any manner which the Manager deems appropriate. In furtherance of such authorization, the Manager shall have the authority to execute on behalf of the Company any and all agreements, deeds, mortgages, security interests, conditional sales contracts, trust agreements, indentures, leases, conveyance documents, and all other certificates, instruments, and documents as are necessary, reasonable or desirable to convey or encumber title to any real or personal property of the Company. The signature and execution of such documents by the Manager shall clearly set forth that the execution is on behalf of the Company, and that the Manager is signing on behalf of the Company. Third parties may rely upon the execution of such documents by the Manager as binding on the Company without further inquiry, consent, or approval.

ARTICLE VII

Admission of Additional Members

Additional Members may be admitted only by a vote of the Members owning a majority of the outstanding Units, upon terms and conditions established by the Members from time to time in their sole discretion.

ARTICLE VIII

Continuation of Business

The remaining Members shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of a Member of the Company, all as more fully set forth in the Operating Agreement.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

Powers

The Company shall have all of the powers and authority set forth in Section 608.404 of the Act unless limited by these Articles of Organization or the Operating Agreement.

ARTICLE X

Property

(a) Ownership. All property originally paid or transferred to the Company as contributions to capital by the Members, or subsequently acquired by purchase or otherwise on account of the Company, shall be the property of the Company.

(b) Title. The title to all property of the Company shall be held in the name of the Company.

ARTICLE XI

Amendments

These Articles may be amended or restated at any time by a vote of the Members owning a majority of the outstanding Units, and such amendment or restatement shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XII

Operating Agreement

An Operating Agreement shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as may be necessary, reasonable, or desirable, except that no provision of such Operating Agreement may conflict with the provisions of these Articles unless permitted herein. The power to adopt, alter, amend, or repeal the Operating Agreement shall be set forth therein.

ARTICLE XIII

Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of the Company except by its Manager, and no Member is authorized or empowered to contract debts or incur liabilities on behalf of the Company unless such Member is also a Manager.

IN WITNESS WHEREOF, the undersigned Member of South Beach Village, L.L.C., has executed these Articles of Organization this 21st day of September, 1999.

MAPES & MAPES, INC.

By: 

Reed W. Mapes, Vice President

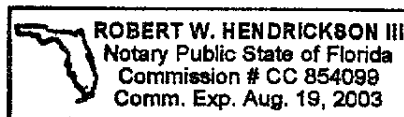
STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 21st day of September, 1999 by REED W. MAPES, as Vice President of MAPES & MAPES, INC., on behalf of the Corporation. REED W. MAPES is personally known to me or produced _____ as identification, and did not take an oath.


Signature of Person Taking Acknowledgment

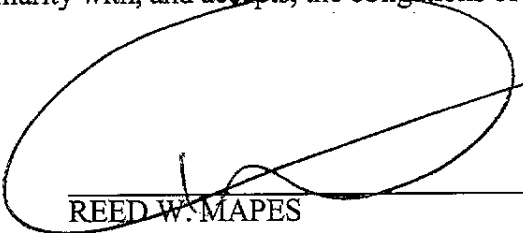
Name of Acknowledgor Typed, Printed or Stamped
My commission expires:



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT
FOR SOUTH BEACH VILLAGE, L.L.C.

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated herein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.



REED W. MAPES

DATED: 9/21/99

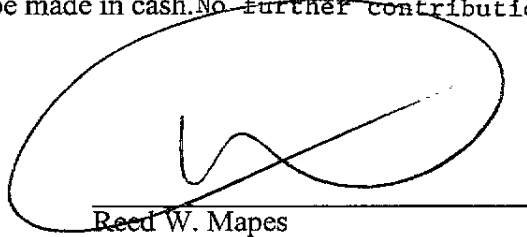
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

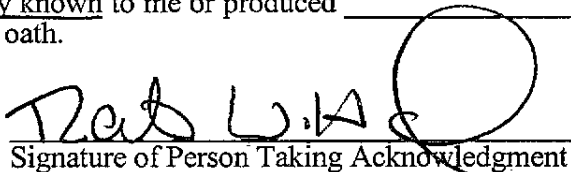
STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared Reed W. Mapes, who, being first duly sworn, deposes and says that:

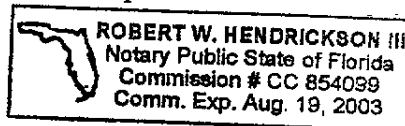
1. Affiant is the Vice President of Mapes & Mapes, Inc., and has personal knowledge of the matters set forth herein.
2. Mapes & Mapes, Inc., is a Member of South Beach Village, L.L.C., a Florida Limited Liability Company.
3. South Beach Village, L.L.C., has at least one (1) Member.
4. The amount of current capital contributions to the Company made by the Members is \$195,000.00, all of which shall be made in cash. ~~No further contributions are anticipated.~~
5. Further Affiant sayeth not.


Reed W. Mapes

The foregoing instrument was acknowledged before me this 21st day of September, 1999, by Reed W. Mapes, who is personally known to me or produced _____ as identification, and who did take an oath.


Signature of Person Taking Acknowledgment

Name of Acknowledgor Typed, Printed or Stamped
My commission expires:



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SECRETARY OF STATE
TALLAHASSEE FLORIDA