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FORLIZZO & NEAL, P.A.

ATTORNEYS AT LAW

A. R. "CHARLIE" NEAL

September 30, 1999

200003002862--3
-10/01/99-01063-019
****310.00 ****155.00

VIA OVERNIGHT DELIVERY

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Minear/Neal Investments, L.C.
The Preserve At Rolling Oaks, L.C.

FILED
99 OCT -4 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ladies/Gentlemen:

Enclosed for filing is an original and one copy of the Articles of Organization of Minear/Neal Investments, L.C. and an original and one copy of the Articles of Organization of The Preserve At Rolling Oaks, L.C.

We would like the Articles of Organization of Minear/Neal Investments, L.C. filed first and the following day file the Articles of Organization of The Preserve At Rolling Oaks, L.C.

I have enclosed a check in the amount of \$310.00, which includes \$100 filing fee for each L.C., \$25.00 for each registered agent fee and \$30.00 for each Certified Copy of Record.

If you have any questions regarding this filing, please give me a call. Thank you.

Sincerely,

Norma McGrath
Norma McGrath, Legal Assistant
to A.R. Neal

Enc.

JB 10599

ARTICLES OF ORGANIZATION
OF
THE PRESERVE AT ROLLING OAKS, L.C.

The undersigned Member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

ARTICLE I.
NAME OF COMPANY

The name of the limited liability company is **THE PRESERVE AT ROLLING OAKS, L.C.** (the "Company").

ARTICLE II.
MAILING ADDRESS OF COMPANY

The mailing address of the Company shall be 2873 La Concha, Clearwater, Florida 33762.

ARTICLE III.
PERIOD OF DURATION

The Company's period of duration shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and be perpetual thereafter.

ARTICLE IV.
REGISTERED OFFICE AND AGENT

The address of the Company's principal office is as follows: 2873 La Concha Drive, Clearwater, Florida 33762. The name and address of the Company's initial registered agent in the State of Florida is as follows: A. R. Neal, 2873 La Concha Drive, Clearwater, Florida 33762.

ARTICLE V.
ADDITIONAL MEMBERS

Additional persons may be admitted to the Company as Members upon such terms as are approved from time to time by the majority in interest of all Members.

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**ARTICLE VI.
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the occurrence of the following: The death, retirement, resignation, expulsion, dissolution or bankruptcy of a Member, or any other event

which terminates the membership of a Member in the Company, unless within ninety (90) days after such event Members owning a majority in interest of the Company agree in writing to continue the business of the Company.

**ARTICLE VII.
MANAGEMENT**

The Company will be managed by two (2) Managers in accordance with the Company's Operating Agreement and Regulations. The names and addresses of the Managers who shall serve until the first annual meeting of Members or until their successor(s) are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
A. R. NEAL	2873 La Concha Drive Clearwater, FL 33762
GERRY D. MINEAR	1520 Gulf Boulevard, Unit 1806 Clearwater, FL 33767

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**ARTICLE VIII.
PURPOSE**

The Company is organized for any lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, the following Members has executed these Articles of Organization on this 1st day of October, 1999.

MINEAR/NEAL INVESTMENTS, L.C.

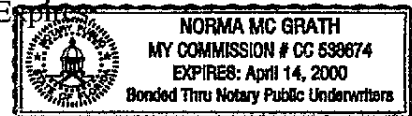
By: A. R. Neal
A. R. NEAL, Managing Member

By: Gerry D. Minear
GERRY D. MINEAR, Managing Member

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 1st day of October, 1999, by
A. R. NEAL, as Managing Member of MINEAR/NEAL INVESTMENTS, L.C.. He is
personally known to me.

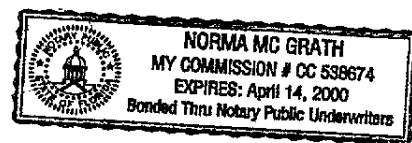
Norma McGrath
Notary Public
State of Florida
My Commission Expires



STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 1st day of October, 1999, by
GERRY D. MINEAR, as Managing Member of MINEAR/NEAL INVESTMENTS, L.C. He is
personally known to me.

Norma McGrath
Notary Public
State of Florida
My Commission Expires:



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

THE PRESERVE AT ROLLING OAKS, L.C.
2. The name and address of the Registered Agent and Office is:

A. R. NEAL
2873 La Concha Drive
Clearwater, FL 33762

Having been named as Registered Agent and to accept service of process for the above-stated limited liability company, at the place designated in this Certificate, I hereby accept the 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.


A. R. NEAL

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