

FILED
In the Office of the
Secretary of State of Texas

MAR 1 2000

Corporations Section

**ARTICLES OF ORGANIZATION
OF
MARKET DEVELOPERS, L.L.C.**

The undersigned, acting as the sole organizer of a limited liability company (the "Company") under the Texas Limited Liability Company Act, as amended (the "Act"), hereby adopts the following Articles of Organization for such Company:

ARTICLE I

The name of the Company is **MARKET DEVELOPERS, L.L.C.**

ARTICLE II

The period of duration of the Company is perpetual.

ARTICLE III

The nature of the business and of the purposes to be conducted and promoted by the Company, is to (i) own, operate, decent, safe and sanitary affordable housing, and (ii) exercise all powers enumerated in the Act, necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE IV

The address of the Company's initial registered office is 2338 Texas Parkway, Suite D, Missouri City, Texas 77489, and the name of its initial registered agent at that address is Antoinette M. Jackson.

ARTICLE V

The Company will be managed by its members. The name and addresses of the members are as follows:

Grady Prestage
P. O. Box 1525
Missouri City, Texas 77459

Charles Rencher
P. O. Box 1525
Missouri City, Texas 77459

Antoinette M. Jackson
P. O. Box 1525
Missouri City, Texas 77459
Houston, TX 77056

ARTICLE VI

The name and address of the organizer of the Company is as follows:

Antoinette M. Jackson
1001 Fannin, Suite 800
Houston, Texas 77002-6707

ARTICLE VII

No manager of the Company shall be liable to the Company or its members for monetary damages for an act or omission in the manager's capacity as a manager, except for liability of a manager for (i) a breach of such manager's duty of loyalty to the Company or its members, (ii) an act or omission not in good faith that constitutes a breach of duty of such manager to the Company, (iii) an act or omission of such manager which involves intentional misconduct or a knowing violation of the law, (iv) a transaction from which such manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's position, or (v) an act or omission for which the liability of such manager is expressly provided for by an applicable statute. If the Texas Limited Liability Company Act, the Texas Business Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law is amended to authorize action further eliminating or limiting the liability of managers, then the liability of a manager of the Company shall be eliminated or limited to the fullest extent permitted by the Texas Limited Liability Company Act, the Texas Business Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law, as so amended. Any repeal or modification of the foregoing provisions by the members shall not adversely affect any right or protection of a manager existing at the time of such repeal or modification.

ARTICLE VIII

Any action required by the Act or the Texas Business Corporation Act to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior

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notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interests having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the members without a meeting by less than unanimous written consent shall be given to those members who did not consent in writing to the action.

ARTICLE IX

No member shall have a preemptive right to acquire any membership interests or securities of any class that may at any time be issued, sold or offered for sale by the Company.


ARTICLE X

The right of members to cumulative voting in the election of managers is expressly prohibited.

ARTICLE XI

These Articles of Organization may be amended, modified, supplemented or restated in any manner permitted by applicable law and approved by the affirmative vote of members owning more than fifty-one percent (51%) in interest of all of the membership interests in the Company then outstanding.

IN WITNESS WHEREOF, the undersigned organizer has signed these Articles of Organization on the 28TH day of March, 2000.



Antoinette M. Jackson, Organizer