

CORPORATE ACCESS INC.
 236 West 6th Avenue Tallahassee, Florida 32303
 P.O. Box 37066 (32315-7066) Tallahassee, Florida 32303
 (850) 222-5600 or (850) 222-5601 Fax (850) 222-1666

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WALK IN

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CUS. GS.

PHOTO COPY

FILING LLC

1.) Adventure @ Homestead, LLC
 (CORPORATE NAME & DOCUMENT #)

FILED
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

2.) _____
 (CORPORATE NAME & DOCUMENT #)

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3.) _____
 (CORPORATE NAME & DOCUMENT #)

4.) _____
 (CORPORATE NAME & DOCUMENT #)

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5.) _____
 (CORPORATE NAME & DOCUMENT #)

Name	<u>[Signature]</u>
Availability	<u>[Signature]</u>
Document	<u>[Signature]</u>
Fee	<u>[Signature]</u>
Method	<u>[Signature]</u>
Verifying	<u>[Signature]</u>
Full Payment	<u>[Signature]</u>
W. S. Signature	<u>[Signature]</u>

SPECIAL INSTRUCTIONS

RECEIVED
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 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

**ADVENIR @ HOMESTEAD, LLC,
a Florida limited liability company**

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TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida do set forth the following:

ARTICLE I: NAME

The name of the Limited Liability Company is Advenir @ Homestead, LLC, a Florida limited liability company (the "Limited Liability Company").

ARTICLE II: DURATION

The existence of the Limited Liability Company shall be perpetual, unless terminated by the unanimous written agreement of all members, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any event which terminates the continued membership of a member, unless the existence and business of the company is continued by the consent and agreement of the remaining members owning a majority of the membership interests, or by amendment of these Articles of Organization thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

ARTICLE III: PURPOSE

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

ARTICLE IV: ADDRESS OF PLACE OF BUSINESS

The initial principal place of business and mailing address in Florida for the Limited Liability Company shall be 133 Sevilla, Coral Gables, Florida 33134.

ARTICLE V: REGISTERED AGENT

The name of the initial registered agent in Florida for the Limited Liability Company is Neil Rollnick and the address of the initial registered agent is 133 Sevilla, Coral Gables, Florida 33134.

ARTICLE VI: CAPITAL CONTRIBUTIONS

The total amount of cash contributed to the Limited Liability Company is One Thousand (\$1,000.00) Dollars in cash and no other property is being contributed to the Limited Liability Company.

ARTICLE VII: ADDITIONAL CONTRIBUTIONS

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events or happenings of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon agreement of the members owning a majority of the membership interests of the Limited Liability Company.

ARTICLE VIII: ADDITIONAL MEMBERS

Members may admit additional members upon agreement of the members owning a majority of the membership interests in the Limited Liability Company.

ARTICLE IX: CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless the consent to continue of all the remaining members of the Limited Liability Company is obtained or these Articles of Organization are amended thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

ARTICLE X: REGULATIONS

The member(s) shall have the power to adopt, alter, amend or repeal regulations of the Limited Liability Company containing provisions for the regulation and management of the affairs of the business of the Limited Liability Company.

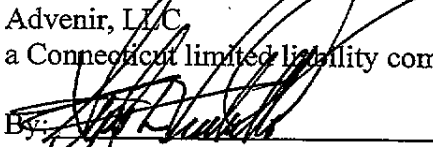
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TALLAHASSEE FLORIDA

ARTICLE XI: MANAGEMENT

The management of the Limited Liability Company is reserved to members, or officers of the members, who shall be referred to as managing members. The name and address of the managing member who shall serve as managing member until the first annual meeting of member(s) or until his successor is elected and qualified is as follows:

- (i) Advenir, LLC, a Connecticut limited liability company
 10 Waterchase Drive
 Rocky Hill, CT 06067
 Attention: Stephen L. Vecchitto

These Articles of Organization have been executed on the date set forth under the name of the subscribing member.

Advenir, LLC
 a Connecticut limited liability company
 By: 
 Stephen L. Vecchitto,
 Managing Member

Date: Mar 17, 2000

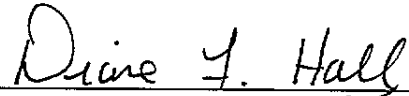
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STATE OF Connecticut)
)
 COUNTY OF Hartford) SS:

On this 17th day of March, 2000, before me personally appeared Stephen L. Vecchitto, as Managing Member of Advenir, LLC, a Connecticut limited liability company, the Managing Member of Advenir @ Homestead, LLC, a Florida limited liability company to me known to be the person who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

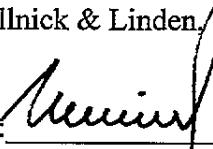

 Notary Public, State of CT.
 Print Name: Diane F. Hall
 Commission No.: 122135
 My Commission Expires: 5/31/2004

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Advenir @ Homestead, LLC, a Florida limited liability company the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 20 day of March, 2000.

Rollnick & Linden, P.A.

By: 
Neil Rollnick, Esq.,
Registered Agent

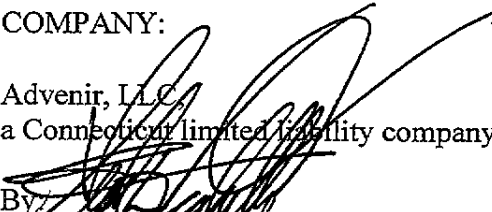
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TALLAHASSEE, FLORIDA

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FOR THE LIMITED LIABILITY
COMPANY:

Advenir, LLC
a Connecticut limited liability company

By: 
Stephen L. Vecchitto, Managing Member