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BOND, ARNETT & PHELAN, P. A.

ATTORNEYS AT LAW
101 SOUTHWEST THIRD STREET
POST OFFICE BOX 2405
OCALA, FLORIDA 34478

TELEPHONE
(352) 622-1188

FAX
(352) 622-1125

JOHN W. ARNETT**
M. THOMAS BOND, JR.
ANN MELINDA CRAIGS
WILLIAM H. PHELAN, JR.
MARTY SMITH*

**BOARD CERTIFIED REAL ESTATE LAWYER
*OF COUNSEL

August 1, 2001

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399-0000

ATTN: Registration Section

Re: Fleetwood Properties, LLC

000004514140--5
-08/03/01--01061--001
***125.00 ***125.00

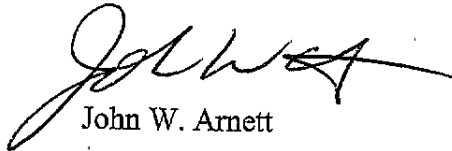
Dear Madam/Sir:

Please find enclosed an original Articles of Organization for the above-named limited liability company which I would request be filed with the Florida Department of State. Also enclosed, please find our firm check in the sum of \$125.00 (\$100.00 filing fee + \$25.00 designation of registered agent fee) made payable to the Florida Department of State to cover the required filing fees. Once the Articles are registered with the Department, please forward your letter of acknowledgment to me at your earliest convenience.

Thank you for your assistance in this matter. Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,

BOND, ARNETT, PHELAN,
SMITH & CRAIGS, P.A.


John W. Arnett

JWA/rm
Enclosures

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2001 AUG -3 AM 9:16
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

FLEETWOOD PROPERTIES, LLC

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

ARTICLE I - NAME

The name of the limited liability company shall be FLEETWOOD PROPERTIES, LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the limited liability company is 4065 S.W. 40th Street, Ocala, Florida 34474.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only with the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VI - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, 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 his or her 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 of the members of the company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by written consent.

ARTICLE VII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, 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 majority vote of all the remaining members.

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TALLAHASSEE, FLORIDA

ARTICLE VIII - MANAGEMENT

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 addresses of the members of the company are:

BRADLEY J. FLEETWOOD
2020 S.W. 66th Street
Ocala, Florida 34476

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

In pursuance of Sections 608.407 and 608.415, Florida Statutes, the following is submitted in compliance with said Act:

That FLEETWOOD PROPERTIES, LLC, desiring to organize under the laws of the State of Florida as a limited liability company, with its principal office as indicated in these articles of organization at the City of Ocala, County of Marion, and State of Florida, has named JOHN W. ARNETT located at 101 S.W. Third Street, Ocala, Florida 34474, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: The undersigned, having been named to accept service of process for the above limited liability company, at the place designated in this certificate, hereby consents to accept service of process for the above-stated company at the place designated in these articles of organization, 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 his duties, and is familiar with and accepts the obligations of the position of registered agent.

John W. Arnett
JOHN W. ARNETT
Registered Agent

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Ocala, Florida, on the 2nd day of August, 2001

Bradley J. Fleetwood
BRADLEY J. FLEETWOOD
Organizer

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

Sworn to and subscribed before me this 2nd day of August, 2001 by Bradley J. Fleetwood.

(Sign) Rhonda G. McNeal
(Print) _____
NOTARY PUBLIC

IDENTIFICATION BY:
 Personal Knowledge OR
 Florida Drivers License
(Form of Identification)

My Commission Expires:

OFFICIAL NOTARY SEAL
RHONDA G MCNEAL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC759034
MY COMMISSION EXP. JULY 13, 2002

OFFICIAL NOTARY SEAL
RHONDA G MCNEAL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC759034
MY COMMISSION EXP. JULY 13, 2002

EXHIBIT "A" TO ARTICLES OF ORGANIZATION
OF
FLEETWOOD PROPERTIES, LLC

The members of the company shall contribute to the capital of the company the cash or property as set forth below:

<u>Name of Member</u>	<u>Amount of Contribution</u>
Bradley J. Fleetwood	\$ 500.00

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TALLAHASSEE, FLORIDA