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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY
THE GROVES AT RIVER OAKS, LLC

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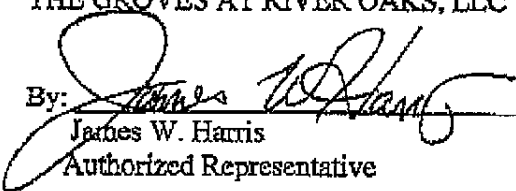
ARTICLES OF ORGANIZATION
OF
THE GROVES AT RIVER OAKS, LLC
a Florida limited liability company

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 does set forth the following:

1. NAME. The name of the limited liability company is The Groves at River Oaks, LLC (the "Company").
2. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The mailing and street address of the principal office of the Company is: 2665 South Bayshore Drive, Suite 702, Coconut Grove, Florida 33133.
3. REGISTERED AGENT. The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization are: James W. Harris, 2665 South Bayshore Drive, Suite 702, Coconut Grove, Florida 33133.

The undersigned has executed these Articles of Organization on the 3rd day of October, 2003.

THE GROVES AT RIVER OAKS, LLC

By: 
James W. Harris
Authorized Representative

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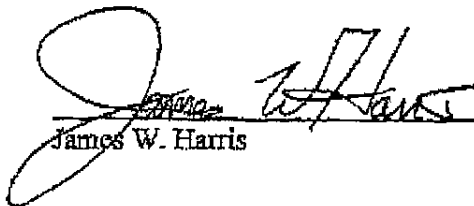
**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 Groves at River Oakes, LLC.
2. The name and address of the registered agent and office are:

James W. Harris
2665 South Bayshore Drive, Suite 702
Coconut Grove, FL 33133

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 its 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.


James W. Harris

October 3, 2003
(Date)

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