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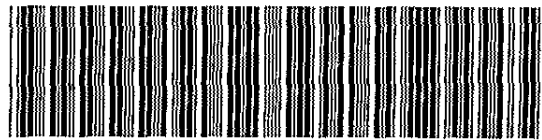
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC - 5 2003



JONATHAN S. DEAN, P. A.
MICHAEL E. DEAN, P.A.
SUSAN E. DEAN, P. A.
TIMOTHY S. DEAN

CERTIFIED CIRCUIT COURT MEDIATOR

A LIMITED LIABILITY PARTNERSHIP
CONSISTING OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

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November 26, 2003

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee FL 32314-6327

RE: FALLS OF OCALA, LLC

Gentlemen:

Enclosed please find our check in the amount of \$160.00 to cover costs for the filing fee for recording the Articles of Organization for Falls of Ocala, LLC. I have also enclosed a copy of the Articles to be returned marked "Filed."

Upon acceptance and filing of this new limited liability company, please forward the acknowledgement and accompanying documents to my attention. Should you have any questions, please do not hesitate to give me a call.

Very truly yours,

DEAN & DEAN LLP

Jonathan S. Dean

(Signed in JSD's absence to avoid delay)

JSD:mlr
Enclosures (Ck #8528)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
FALLS OF OCALA, LLC

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UNIFORM CORPORATIONS
TALLAHASSEE, FLORIDA

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

ARTICLE I -- NAME

The name of the limited liability company shall be **FALLS OF OCALA, LLC** ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 7110 N.E. Hwy 326, Silver Springs, Florida 34488.

ARTICLE III -- DURATION

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

ARTICLE IV -- PURPOSE

The purpose for which this Limited Liability Company is organized is to perform any lawful purpose except that of banking and insurance.

ARTICLE V -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Erwin C. Tuxbury, 7110 N.E. Hwy 326, Silver Springs, Florida 34488.

ARTICLE VI -- CAPITAL CONTRIBUTIONS

The initial member of the company shall contribute to the capital of the company the sum of \$1,000.00.

ARTICLE VII -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VIII -- ADMISSION OF NEW MEMBERS

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 all the members determine. 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 the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX -- INITIAL MEMBER

The initial member of the company shall be Erwin C. Tuxbury.

ARTICLE X -- MANAGEMENT

The company shall be managed by a manager 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 name and address of the initial manager of the company is Erwin C. Tuxbury, 7110 N.E. Hwy 326, Silver Springs, Florida 34488.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at **FALLS OF OCALA, LLC**, Florida, on this 25th day of November, 2003.

Name of Organizer


ERWIN C. TUXBURY

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 25th day of November, 2003, by **ERWIN TUXBURY** who is personally known to me.



Mary L. Rountree
MY COMMISSION # DD017292 EXPIRES
April 20, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Mary L. Rountree

Notary Public

My commission expires on:

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for **FALLS OF OCALA, LLC**, I hereby accept the designation and agree to act as the Registered Agent of said company.

Dated: November 25, 2003.

Erwin C. Tuxbury
By: ERWIN C. TUXBURY