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DIVISION OF CORPORATION

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LIMITED LIABILITY COMPANY

pride homes of lakes by the bay - parcel h, L.L.C.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION OF
PRIDE HOMES OF LAKES BY THE BAY - PARCEL H, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the laws of the Florida Limited Liability Company Act, F.S. Chapter 608, hereby declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be PRIDE HOMES OF LAKES BY THE BAY - PARCEL H, L.L.C. ("Company").

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office and mailing address of this company is 12448 S.W. 127th Ave., Miami, Florida 33186.

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 existence shall be perpetual or until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

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TALLAHASSEE
FLORIDA

ARTICLE IV

REGISTERED OFFICE
AND REGISTERED AGENT

The address of the registered office of the company is 1700 University Drive, Suite #110, Coral Springs, Florida 33071 and the name of its Registered Agent at such address is Paul H. Kupfer.

ARTICLE V

ADDITIONAL CAPITAL CONTRIBUTIONS

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

ARTICLE VI

RESTRICTIONS ON MEMBERSHIP

Except as set forth in the Operating Agreement, 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. Contributions required of new members shall be determined as of the time of admission to the company. Except as set forth in the Operating Agreement, a member's interest in the company may not be sold or otherwise transferred, except with unanimous written consent of all members. Upon the death, retirement, resignation, expulsion,

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bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the company, the remaining members shall have the right continue the business upon unanimous consent of such remaining members.

ARTICLE VII PURPOSES AND POWERS

Except as set forth in the Operating Agreement, the general nature of the business or businesses to be transacted and which the company is authorized to transact in addition to those authorized by the laws of the State of Florida, and the powers of the company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, goodwill, rights, assets and liabilities of any person, firm, association, or corporation, carrying on any kind of business of a similar nature, to that which this company is authorized to carry on, pursuant to the provisions of the Articles, and to hold, utilize and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision or department thereof, and to assign, cancel or rescind any of such contracts.
5. To exercise all or any of the company powers and to carry out all or any of the purposes enumerated herein, otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact, for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, attorney-in-fact, syndicate, individual or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such, agency, representation, or service, or to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others, incidental or pertaining to; or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. The several clauses contained in this statement of the general nature of the business or

businesses to be transacted shall be construed as both purposes and powers of this company; and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

8. Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the company to carry on any business, exercise any power, or do any act which a limited liability company may not under the laws of the State of Florida, lawfully carry on, exercise or do.

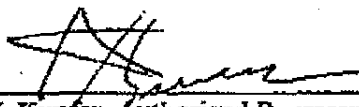
**ARTICLE VIII
MANAGEMENT**

The Company shall be managed by a manager or managers in accordance with Operating Agreement adopted by the members for the management of the business and affairs of the company. The Operating Agreement 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 managers of the company are:

Carlos Garcia
12448 S.W. 127th Ave.
Miami, Florida 33186

Martha Fernandez
12448 S.W. 127th Ave.
Miami, Florida 33186

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Miami, Florida on this 23rd day of September, 2003




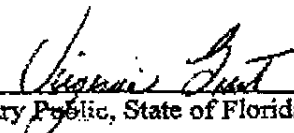
Paul H. Kupfer, Authorized Representative of
Pride Homes Of Lakes By The Bay -
Parcel H, L.L.C.

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29 FEB 11 PM 12:33
TALLAHASSEE FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

The foregoing Articles of Organization of PRIDE HOMES OF LAKES BY THE BAY - PARCEL H, L.L.C., were acknowledged before me, a Notary Public in and for the State of Florida, this 23rd day of February, 2004, by Paul H. Kupfer, authorized representative of Pride Homes Of Lakes By The Bay - Parcel H, L.L.C., who is personally known to me or who has produced _____ as identification, on behalf of the Company.

 Virginia Grant
My Commission DD240788
Expires September 12, 2007



Notary Public, State of Florida

Virginia Grant

Notary Public - Print Name

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE AND ACCEPTANCE BY AGENT

Under the provisions of F.S. Chapter 608, PRIDE HOMES III, L.L.C. submits the following statement to designate a registered office and registered agent in the state of Florida:

- 1. The name of the limited liability company is PRIDE HOMES III, L.L.C.
- 2. The name and street address of the registered agent in Florida is:

Paul H. Kupfer
1700 University Dr., #110
Coral Springs, Florida 33071

The undersigned, being the person named in the Articles Of Organization of PRIDE HOMES III, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts 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.


Paul H. Kupfer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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