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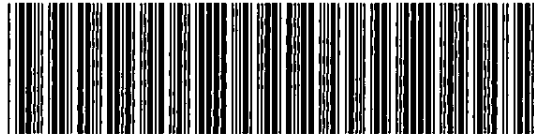
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MAY -5 2008

EXAMINER

SCHUTT LAW FIRM, P.A.

Attorneys and Counselors at Law
1105 Cape Coral Parkway East, Suite C
Cape Coral, Florida 33904
Tel.: (239) 540-7007; Telefax (239) 791-1080
e-mail: darrin.schutt@schuttlaw.com

Darrin R. Schutt **
*Admitted in Fl. & Ga.
Florida Civil Law Notary

May 1, 2008

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: **HomeSolutions USA, LLC**
Articles of Organization

Bentley Homes of Florida, L.L.C.
Articles of Organization

Dear Sir or Madam:

Please find enclosed the Articles of Organization for **two LLC's**, along with our check for \$155.00 for the filing fee for each.

If everything is in order, please file the enclosed and return a certified copy of the filed articles to our office.

If you have any questions, please do not hesitate to call.

Sincerely,


Darrin R. Schutt, Esq.

Enclosures

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**ARTICLES OF ORGANIZATION OF
BENTLEY HOMES OF FLORIDA, L.L.C.**

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be: BENTLEY HOMES OF FLORIDA, L.L.C.

**ARTICLE II
PURPOSE**

This Limited Liability Company is created for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida or of the United States of America, as may be agreed upon by the members.

**ARTICLE III
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business of the Limited Liability Company shall be 4002 Del Prado Boulevard, Cape Coral, Florida 33904; the mailing address of this Limited Liability Company shall be 4002 Del Prado Boulevard, Cape Coral, Florida 33904, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be Darrin R. Schutt, Esq., Suite C, 1105 Cape Coral Parkway East, Cape Coral, Florida 33904.

**ARTICLE IV
MANAGEMENT OF BUSINESS**

This Limited Liability Company is to be managed by one or more members, such that the company is to be a member-managed company. The initial managing members are:

Robert A. Lee, Jr.
4002 Del Prado Boulevard
Cape Coral, Florida 33904

Michael DiFede
4002 Del Prado Boulevard
Cape Coral, Florida 33904

Alex J. Scalzo
4002 Del Prado Boulevard
Cape Coral, Florida 33904

Karen Y. Coggins
4002 Del Prado Boulevard
Cape Coral, Florida 33904

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ARTICLE V REGULATIONS

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this company.

ARTICLE VI PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE VII DISTRIBUTION OF EARNINGS

The Managing Member of the Company shall have the sole discretion whether to issue earnings or retain the same, either in whole or in part. The Managing Member shall not be required to provide a reason for the determination to retain such earnings.

IN WITNESS WHEREOF, the Authorized Agent of the Managing Member has executed these Articles of Organization on this 1st day of May, 2008, and acknowledges that in accordance with § 608.408(3), Florida Statutes, that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

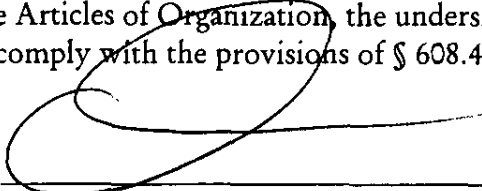


Darrin R. Schutt, Esq.

As Authorized Agent for the Managing Members

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Limited Liability Company at the place designated within the Articles of Organization, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of § 608.415, Florida Statutes.



Darrin R. Schutt, Esq.

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