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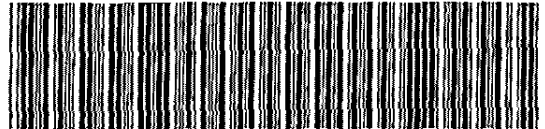
(Business Entity Name)

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Sp

**Dale Bridges
3rd Avenue South Townhomes, L.L.C.
1017 24th Avenue North
St. Petersburg, FL 33704**

May 1, 2004

Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: 3rd Avenue South Townhomes, L.L.C.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Organization together with a check in the amount of \$155.00. This represents the cost of the Filing Fees, Certified Copy of Articles of Organization and Fee for Registered Agent Designation for the above-named organization.

Very truly yours,



Dale Bridges
3rd Avenue South Townhomes, L.L.C.

Enclosures

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DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

of

3RD AVENUE SOUTH TOWNHOMES, L.L.C.

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I - ORGANIZATION NAME

The name of the organization is 3rd Avenue South Townhomes, L.L.C.

ARTICLE II - DURATION

The limited liability company shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The limited liability company is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV – ORGANIZATION OFFICE

The organization's mailing address shall be as follows:

1017 24th Avenue North
St. Petersburg, FL 33704

The organization's principal office shall be as follows:

1017 24th Avenue North
St. Petersburg, FL 33704

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT & REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the Initial Registered Office and Agent of this Organization is:

Dale Bridges
1017 24th Avenue North
St. Petersburg, FL 33704

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 this 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 as provided for in Chapter 608, F.S.



Dale Bridges

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ARTICLE VI - MANAGERS

This organization shall have one (1) managers initially. The number of managers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial managers of the organization are as follows:

Dale Bridges	Manager
1017 24th Avenue North	
St. Petersburg, FL 33704	

ARTICLE VII - SIGNER

The name and address of the person signing these Articles of Organization is as follows:

Dale Bridges
1017 24th Avenue North
St. Petersburg, FL 33704

ARTICLE VIII – MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager – managed company.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Organization this 1st day of May, 2004.

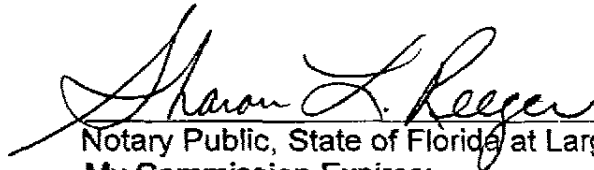


Dale Bridges

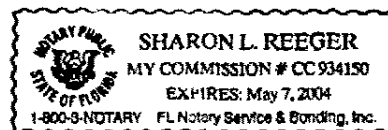
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Dale Bridges, known to me to be the person who executed the foregoing Articles of Organization, and who acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 1st day of May, 2004.



Notary Public, State of Florida at Large
My Commission Expires:



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