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FLORIDA/FOREIGN LIMITED LIABILITY CO.

The Palms On Lancaster, LLC

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**ARTICLES OF ORGANIZATION
OF
THE PALMS ON LANCASTER, LLC**

The undersigned, acting as organizer of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF COMPANY

The name of the limited liability company is The Palms On Lancaster, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office of the Company is 521 Richmond Street, Orlando, Florida 32806. The mailing address of the Company is P. O. Box 4419, Orlando, Florida 32802-4419.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company in the State of Florida is 521 Richmond Street, Orlando, Florida 32806. The name of the registered agent of the Company at that address is Thomas Christopher King.

ARTICLE IV - MANAGEMENT

The Company is to be a member-managed company. The name and address of the sole managing member of the Company is 2911 Properties, Ltd., P. O. Box 4419, Orlando, Florida 32802-4419.

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ARTICLE V - EFFECTIVE DATE

The effective date of these Articles of Organization, and the beginning of the existence of the Company, shall be the date of filing of these Articles of Organization with the Florida Department of State.

The undersigned member has made and subscribed these Articles of Organization this 24 day of May, 2006.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

2911 PROPERTIES, LTD.

By: 2911 MANAGEMENT, INC., as sole General
Partner

By: Marilyn M. King
Marilyn M. King, President

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

Thomas Christopher King
Thomas Christopher King

Date: May 24, 2006

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