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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

SPRING HILL PROPERTIES, LLC

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**ARTICLES OF ORGANIZATION
OF
SPRING HILL PROPERTIES, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name of this Company shall be: SPRING HILL PROPERTIES, LLC.

ARTICLE II

Place of Business

The principal place of business and mailing address of this Company shall be c/o Arvida Realty Services, 300 South Park Place Boulevard, Suite 150, Clearwater, Florida 33759, and such other place or places as may be designated by the manager from time to time.

ARTICLE III

Registered Agent and Office

The initial registered agent for this Company shall be RICHARD W. COPE, and the address of the registered agent for service of process shall be c/o Arvida Realty Services, 300 South Park Place Boulevard, Suite 150, Clearwater, Florida 33759.

ARTICLE IV

Management of Business

The Company shall be manager-managed.

The undersigned has executed these Articles of Organization this 22nd day of February, 2000.


RICHARD W. COPE, Manager

Prepared By:

Bruce H. Bokor, Esquire
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