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ARTICLES OF ORGANIZATION (FLORIDA LIMITED LIABILITY COMPANY)

ARTICLE I - NAME

The name of the limited liability company is **SHALIMAR VILLAGE, LLC**

ARTICLE II - PURPOSE

The purpose of the limited liability company shall be to acquire that certain property known as Shalimar Village, LLC located at 499 Stone Road, Port Richey, Florida 33568.

The company, through its manager, shall negotiate for the purchase of the property, and financing of the company. The manager hereinafter named shall have full authority to sign all documents, including promissory notes, mortgages, and related documents, for the acquisition of the property. Following acquisition, the limited liability company, through its manager, shall have all powers necessary to properly manage Shalimar Village, LLC. This authorization for the purpose of formation, as well as the powers of the manager, shall extend to any replacement property acquired following the disposition by sale of Shalimar Village, LLC.

ARTICLE III - ADDRESS

The mailing address the street address of the personal office of the limited liability company is:

12717 West Sunrise Boulevard, # 278,
Sunrise, Florida 33323-0902

ARTICLE IV -

REGISTERED AGENT, REGISTERED OFFICE, AND REGISTERED AGENT'S

SIGNATURE

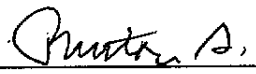
The name and Florida street address of the registered agent, the registered office and registered agent's signature:

The name and Florida street address of the registered agent and registered office is as follows:

Burton G. Sharff, Esq.,
2315 South Congress Avenue
West Palm Beach, FL 33406

FILED
00 APR 20 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


Burton G. Sharff, Esq.,

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V - MEMBERS

The members of the limited liability company at the time of filing of these Articles are:

Daniel Williamson, Sr., Charlotte Williamson
and Daniel Williamson, Jr.,
12717 West Sunrise Blvd, # 278
Sunrise, Florida 33323

Further members may be admitted upon the consent of the then existing member or members.

ARTICLE VI - MANAGEMENT

The limited liability company is to be managed by one manager or more managers and is, therefore, a manager - managed company. The managers are going to be Daniel Williamson, Sr., and Daniel Williamson, Jr.

ARTICLE VII - CONTRIBUTION BY MEMBERS

The interest of any member who fails to make any contribution that the member is obligated to make shall be subject to penalties for, or consequences of, such failure. Such penalties or consequences, at the option of the remaining members, may take the form of reducing the defaulting member's proportionate membership interest in the limited liability company, subordinating the defaulting member's interest in the limited liability company to that of the non-defaulting members, a force sale of the defaulting member's membership interest, the forfeiture of the defaulting member's membership interest, the lending by the other members of the amount necessary to meet the defaulting member's commitment, a fixing of the value of the value of the defaulting member's membership interest by appraisal or by formula and redemption or sale of the defaulting member's membership interest at such value, or other penalties or consequences.

ARTICLE VIII - OPERATING AGREEMENT

The operating agreement and organizational rules issued by the members following formation of the limited liability company shall further govern the management of the limited liability company, but shall not be inconsistent herewith nor inconsistent with the provisions of Chapter 608.401 through 608.403, Florida Statutes, (known as the Florida Limited Liability Company Act), or any successor Statute thereto.

These Articles of Organization are dated this 19 day of April, 2000.

Daniel Williamson
Daniel Williamson, Jr.,

00 APR 20 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED