

CORPORATE ACCESS INC.
236 East 6th Avenue • Tallahassee, Florida 32301
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1555 • Fax (850) 222-1666

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FILING LLC

1.) Heather & Joy Real Estate Ventures, LLC
(CORPORATE NAME & DOCUMENT #)

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4.)
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5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION
OF
HEATHER & JOY REAL ESTATE VENTURES, L.L.C.

The undersigned, a member of the Limited Liability Company, being authorized to execute and file these Articles, executes and files with the Department of State these Articles of Organization and certifies as follows:

ARTICLE I - NAME

The name of the Limited Liability Company is **HEATHER & JOY REAL ESTATE VENTURES, L.L.C.**

ARTICLE II - L.L.C. ADDRESS

The mailing address and the street address of the principal office of the Limited Liability Company is: 5020 West Cypress Street, Suite 200, Tampa, Florida, 33607.

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00 MAY 26 PM 09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE III - REGISTERED AGENT AND ADDRESS

The name and street address of the initial Registered Agent for service of process in the State of Florida is:

Robert E. Morris
5020 West Cypress Street
Suite 200
Tampa, Florida 33607

ARTICLE IV - PURPOSE


The purpose of the Limited Liability Company is to engage in real estate ventures and to

engage in any other lawful business(es) as permitted under the laws of the State of Florida or other state(s) of the United States.

IN WITNESS WHEREOF, the undersigned has set her hand and seal in Tampa, Hillsborough County, Florida, this 25th day of May, 2000.


JOY B. NAUGHTON, Member

The foregoing instrument was acknowledged before me this 25th day of May, 2000, by JOY B. NAUGHTON, as a Member of HEATHER & JOY REAL ESTATE VENTURES, L.L.C. She is personally known to me or has produced Colorado Driver License as identification.


Notary Public, State of Florida at Large

My Commission Expires:



Janet M. Davidson
MY COMMISSION # CC604708 EXPIRES
March 28, 2001
BONDED THRU FIDELITY FAITH INSURANCE, INC.

Janet M. Davidson

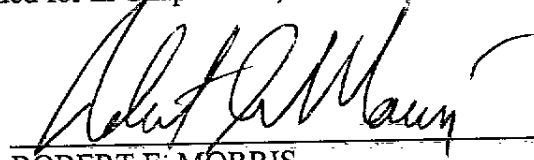
Typed/Printed Name of Notary

(NOTARY SEAL)

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above-styled Limited Liability Company at the place designated herein, does hereby accept the appointment as Registered Agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and

complete performance of duties; and the undersigned is familiar with and accepts the obligations of the position as Registered Agent as provided for in Chapter 608, Florida Statutes.



ROBERT E. MORRIS
5020 West Cypress Street
Suite 200
Tampa, Florida 33607

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SECRETARY OF STATE
TALLAHASSEE FLORIDA