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ACCOUNT NO. : 072I00000032

REFERENCE : 735338 7101964

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 125.00

ORDER DATE : June 19, 2000

ORDER TIME : 10:33 AM

ORDER NO. : 735338-005

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CUSTOMER NO: 7101964

CUSTOMER: Russell W. Divine, Esq
DIVINE & ESTES, P.A.
DIVINE & ESTES, P.A.
Suite 203
24 South Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: ASHLAND HOMES OF FLORIDA,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RECEIVED
00 JUN 19 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA

FILED
00 JUN 19 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/20

9/p

ARTICLES OF ORGANIZATION
FOR
ASHLAND HOMES OF FLORIDA, L.L.C.
a Florida Limited Liability Company

ARTICLE I - Name

The name of the limited liability company is:

ASHLAND HOMES OF FLORIDA, L.L.C.

ARTICLE II - Address

The initial mailing address and street address of the principal office of the limited liability company is 5401 Kirkman Road, Suite 365, Orlando, Florida 32819.

ARTICLE III - Duration

The Company shall be dissolved and its affairs wound up in accordance with the Florida Limited Liability Company Act (the "Act") and the Company's Operating Agreement on December 31, 2050, unless the term shall be extended by amendment to the Company's Operating Agreement and this Certificate, or unless the Company shall be sooner dissolved and its affairs wound up in accordance with the Act or the Company's Operating Agreement.

ARTICLE IV - Management

The limited liability company is to be managed by managers, and the name and address of such managers who are to serve as the initial managers of the limited liability company are:

Michael Nader
5401 Kirkman Road, Suite 365
Orlando, FL 32819

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ARTICLE V - Admission of Additional Members

The admission of additional members to the limited liability company shall require the consent and shall be on such terms and conditions as are determined by a vote of not less than one hundred percent (100%) of the Percentage Interests (as defined in the regulations of the Company) of the then existing members of the limited liability company.

ARTICLE VI - Members' Rights to Continue Business

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company on the death, bankruptcy or dissolution of a member or the occurrence of any other event as specified in the regulations of the limited liability company which results in the disassociation of a member from the limited liability company, upon the written consent of not less than fifty one percent (51%) of the Percentage Interests (as defined in the regulations of the Company) of such remaining members to continue the business of the limited liability company.

Executed this 16 day of June, 2000.



RUSSELL W. DIVINE,
Authorized Representative of a Member

This document was prepared by
and should be returned to:

Russell W. Divine, Esquire
DIVINE & ESTES, P.A.
24 South Orange Avenue
Suite 203
Orlando, Florida 32801

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TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
ASHLAND HOMES OF FLORIDA, L.L.C.
a Florida limited liability company**

Pursuant to the provision of Section 608.415 of the Florida Statutes, the undersigned limited liability company submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the limited liability company is:

ASHLAND HOMES OF FLORIDA, L.L.C.

2. The name and address of the registered agent and office is:

Russell W. Divine
24 South Orange Avenue, Suite 203
Orlando, FL 32801

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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.



RUSSELL W. DIVINE

Date: _____

6/16/00