

L000000/2718
GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS, LLP
ATTORNEYS AT LAW

J. LINDSAY BUILDER, JR.
SCOTT D. CLARK
DOUGLAS K. GARTENLAUB
JESSE E. GRAHAM
JESSE E. GRAHAM, JR.
VALERIE JAHN GRANDIN
JESSICA K. HEW
FREDERICK W. JONES
JEFFREY L. KAPLAN
HOWARD S. MARKS
CLAIRE MOLCHAN-BOTT
SAMUEL M. NELSON
JAMES R. PRATT
GEOFFREY D. WITHERS

◊BOARD CERTIFIED (CIVIL LITIGATION)
◊BOARD CERTIFIED (BUSINESS LITIGATION)

October 12, 2000

MAILING ADDRESS:
P.O. DRAWER 1690
WINTER PARK, FL 32790-1690

DELIVERY ADDRESS:
369 N. NEW YORK AVENUE
WINTER PARK, FL 32789

TELEPHONE (407)647-4455
FACSIMILE (407)740-7063

E-MAIL: JGraham@grahamclark.com

VIA FEDERAL EXPRESS - Air Bill #811288834389
Secretary of State - Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500003424755--6
-10/13/00--01083--003
*****155.00 *****155.00

RE: ARLINGTON HOMES, LLC - Filing Articles of Organization
Our File: 5872-001

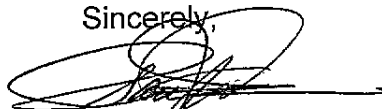
Dear Sir/Madam:

Enclosed please find our check number 12865, payable to the Secretary of State in the amount of \$155.00. This check represents the following: your \$100.00 filing fee for the Articles of Organization, \$25.00 fee for Designation of Agent and \$30.00 fee for a certified copy of the Articles of Organization.

Along with said check, I am enclosing the original Articles of Organization and a photocopy of the Articles of Organization for your certification and return of same to our office.

Thanking you in advance for your anticipated help in expediting this matter, I remain,

Sincerely,



Patt J. Deene
Assistant to Jesse E. Graham, Sr.

PJD/bhs
Enclosures: As Stated

L00-12718
OK

**ARTICLES OF ORGANIZATION
OF
ARLINGTON HOMES, LLC**

The undersigned, acting as organizer and for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **ARLINGTON HOMES, LLC** (the "**Company**").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the **Company** shall be **1280 Seminola Boulevard, Casselberry, Florida 32707**.

ARTICLE III - DURATION

The **Company** shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The **Company's** existence shall terminate not later than December 31, 2011, unless the **Company** is earlier dissolved as provided in these Articles of Organization or the Operating Agreement of the **Company** (the "**Regulations**").

FILED
00 OCT 16 2 15:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - PURPOSE AND POWERS

1. **Purposes.** Except as restricted by these Articles of Organization, the **Company** is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, including without limitation, the acquisition, disposition, purchase, constructing improvements, loan, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying and otherwise dealing with real property, chattels and intangible property and all such other activities incidental or useful to the foregoing.

2. **General Powers.** Except as restricted by these Articles of Organization, the **Company** shall have and may exercise all powers and rights which a limited liability company may exercise legally pursuant to Chapter 608, Florida Statutes.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the **Company** in the State of Florida is: **Jesse E. Graham, Sr., Graham, Clark, Jones, Builder, Pratt & Marks, LLP, 369 North New York Avenue, Third Floor, Winter Park, Florida 32789.**

ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional Members shall be admitted to the **Company** except with the unanimous written consent of all the Members of the **Company** and upon such terms and conditions as shall be determined by all the Members. A Member may transfer his, her, or its interest in the **Company** as set forth in the **Regulations**. A transferee shall have no right to participate in the management of the business and affairs of the **Company** or become a Member unless all the other Members of the **Company** other than the Member proposing to dispose of his, her, or its interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII - TERMINATION OF EXISTENCE

Notwithstanding any other provision contained herein, the **Company** shall be dissolved upon the happening of any of the following events:

- a. Expiration of the term specified in **Article III**, above;
- b. Unanimous written consent of all the Members.

The **Company** will not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other occurrence which terminates a Member's membership in the **Company**, unless the Members, other than the affected Member, vote unanimously that the **Company** be dissolved and liquidated.

ARTICLE VIII - MANAGEMENT

The **Company** shall be managed by the Manager in accordance with the **Regulations** adopted by the Members for the management of the business and affairs of the **Company**. Such **Regulations** may contain any provisions for the regulation and management of the affairs of the **Company** not inconsistent with law or these Articles of Organization. The name and address of the Manager, who shall serve until the first Annual Meeting of the Members or until his successor is duly appointed and qualify are:

FILED
00 OCT 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME

ADDRESS

Jesse E. Graham, Sr.

Graham, Clark, Jones, Builder, Pratt & Marks,
LLP, 369 North New York Avenue, Third Floor,
Winter Park, Florida 32789

ARTICLE IX - AMENDMENTS

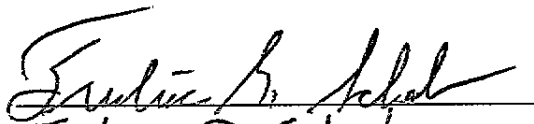
The limited liability company reserves the right to amend its Articles of Organization from time to time in accordance with Chapter 608, Florida Statutes.

ARTICLE X - REGULATIONS

The management and affairs of the **Company** will be conducted in accordance with the Operating Agreement of the **Company** adopted by the Members, as the same may be amended from time to time in accordance with the terms hereof.

IN WITNESS WHEREOF, the undersigned Member of **Arlington Homes, LLC** has executed these Articles of Organization at Winter Park, Florida, on this 11th day of October, 2000

Name of Member or
Authorized Agent:


Frederic G. Schaub
Authorized Agent

STATE OF FLORIDA
COUNTY OF ORANGE

FILED
00 OCT 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

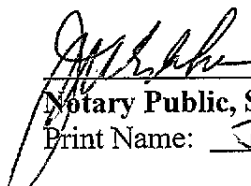
Before me personally appeared Frederic G. Schaub, to me personally known, and who subscribed the above Articles of Organization.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 11th day of October, 2000.

[Notary Seal]



Jesse E. Graham
MY COMMISSION # CC615448 EXPIRES
February 11, 2001
BONDED THRU THY FAIN INSURANCE, INC.

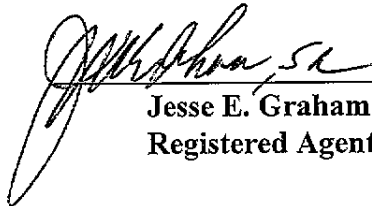

Notary Public, State of Florida at Large
Print Name: Jesse E. Graham
My Commission Expires: _____

ACCEPTANCE TO SERVE AS REGISTERED AGENT

Pursuant to Sections 608.407(d) and 608.415, Florida Statutes, the undersigned, **Jesse E. Graham, Sr.**, does hereby consent to serve as the Registered Agent of **ARLINGTON HOMES, LLC** and to accept service of process for the above stated company at the place designated in the Articles of Organization and hereby states that he is familiar with, and accepts, the obligations of the position of Registered Agent. Such Registered Agent's address for service of process shall be:

**Jesse E. Graham, Sr., Esquire
Graham, Clark, Jones, Builder, Pratt & Marks, LLP
369 North New York Avenue, Third Floor
Winter Park, Florida 32789**

DATED: October 11, 2000



**Jesse E. Graham, Sr.
Registered Agent**

FILED
00 OCT 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA