WM. A. OUGHTERSON FREDERICK G. SUNDHEIM, JR. WALTER G. WOODS*

*BOARD CERTIFIED REAL ESTATE LAWYER

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November 9, 2000

900903462209--3 ****125.00 ****125.00

Division of Corporations Secretary of State Post Office Box 6327 Tallahassee, Florida 32314

RE: SARATOGA PROPERTIES, L.L.C.

Dear Sirs:

I have enclosed a check in the amount of \$125.00 to cover your filing fee and obtaining a certified copy of the enclosed Articles of Organization for the above company.

Once the Articles have been filed, please return same to my office in the enclosed self addressed stamped envelope.

Sincerely yours,

Tederick G. Sundheim, Jr.

FGS:sn Encls. B-263B

cc: Mr. Neubern Brown

L00-14300 QC

ARTICLES OF ORGANIZATION

FOR

SARATOGA PROPERTIES L.L.C.

Article I Name

The name of the Limited Liability Company is SARATOGA PROPERTIES L.L.C..

Article II Address

The mailing address and street address of the principal office of the Limited Liability Company is 310 SW Ocean Blvd., Stuart, Florida 34994.

Article III Duration

The period of duration for the Limited Liability Company shall commence upon the date of execution hereof. The Limited Liability Company shall exit for thirty (30) years from such date unless sooner terminated.

Article IV <u>Management</u>

The Limited Liability Company is to be managed by the members and the name and address of the managing members are:

Frederick G. Sundheim Jr. 310 SW Ocean Blvd. Stuart, FL 34994

Article V

Registered Agent, Registered Office, and Registered Agent's Signature

The name and the Florida Street address of the registered agent are:

FREDERICK G. SUNDHEIM JR. 310 SW Ocean Blvd. Stuart, FL 34994

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 an accept the obligations as registered agent as provided for in Chapter 608, F.S.,

Article VI Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: The admission of new members shall be solely by majority vote (in interest) by the existing members, or as otherwise provided in the Agreement of Operation or Regulations.

Article VII Members Rights to Continue Business

The remaining members of the Limited Liability Company may have the right, if given, to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability companies shall be by majority vote of the members.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organizat of Saratoga Properties L.L.C., effective this	ion	
STATE OF FLORIDA COUNTY OF MARTIN The foregoing instrument was acknowledged before me this	SO NOV 13 PM 5: 00	FILED
Type of Identification Produced		