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LAW OFFICES

RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.

RICHARDS BUILDING

1253 PARK STREET

CLEARWATER, FLORIDA 33756

RALPH RICHARDS (1893-1980)

JOHN D. FITE

JOHN E. SLAUGHTER, JR

EMIL G. PRATESI

R. CARLTON WARD

CYNTHIA I. RICE

THEO J. KARAPHILLIS

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OF COUNSEL

WILLIAM W. GILKEY

WILLIAM M. MACKENZIE

PATRICK W. RINARD

November 16, 2000 MJH

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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***\$125.00 ***\$125.00

Re: Wild Oaks of Pinellas, LLC

Dear Ladies:

Please find enclosed Articles of Organization for Wild Oaks of Pinellas, LLC., along with our check in the amount of \$125.00 for the filing fee and registered agent certification. Please file these Articles with the Secretary of State at your earliest convenience and inform this office of doing so.

Should you have any questions, please feel free to contact me.

Very truly yours,

Carlton Ward

R. Carlton Ward

RCW/pb
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DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
OF
WILD OAKS OF PINELLAS, LLC.**

The undersigned acting as an Organizer of a limited liability company under the Florida Limited Liability Company Act adopts the following Articles of Organization:

**I.
NAME**

The name of this limited liability company is WILD OAKS OF PINELLAS, LLC. (hereinafter "Company").

**II.
PURPOSE**

The purpose for which is Company is formed is to engage in any activity permitted under the laws of the State of Florida.

**III.
TERM OF EXISTENCE**

This Company shall begin existence at the date of filing and shall exist perpetually.

**IV.
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company is 1445 Court Street, Clearwater, Florida, 33759.

**V.
REGISTERED AGENT AND OFFICE**

The name and street address of the Company's registered agent, whose Acceptance of Appointment as Registered Agent is included with these Articles is:

R. Carlton Ward, Esq.
Richards, Gilkey, Fite, et al.
1253 Park Street
Clearwater, FL 33755

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VI. MEMBERS

There shall be two classes of members as follows:

(a) Capital Members. Capital Members shall be those members contributing capital, in the form of cash, goods and/or services, to the Company. Capital Members shall be entitled to one (1) vote in Member decisions for each Capital Member unit owned.

(b) Managing Members. Managing Members shall be those members contributing to the management of the Company. Each Managing Member is entitled to one (1) vote in management decisions for each Managing Member unit owned.

(c) Number of Units. There shall be One Thousand (1,000) Capital Member units authorized and One Hundred (100) Managing Member units authorized.

VII. ADMISSION OF MEMBERS

The Members of the Company may admit additional members, which admission shall require the approval of those Members owning a majority of the Capital Membership units of the Company. Criteria for admission to Membership may be set forth in the regulations of the Company.

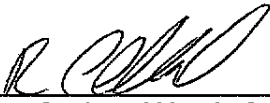
VIII. CONTINUITY

The remaining members of the Company will have the right to continue the business of the Company upon 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 Company.

IX. MANAGEMENT

The business of the Company will be conducted under the exclusive management of its Managing Members who shall have authority to act for the Company as set forth in the Regulations of the Company. The name and address of the Manager of the Company who shall serve until the first annual meeting of members or until his successor is elected and qualified is J. Thurman Ross, III, 1445 Court Street, Clearwater, Florida, 33759.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 13 day of November, 2000.


R. Carlton Ward, Organizer

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, R. Carlton Ward, accept the appointment as registered agent of the Company, and state that I am familiar with and accept the duties and obligations of that position.

Date: Nov 13, 2000


R. Carlton Ward,
Registered Agent