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ACCOUNT NO. : 072100000032

REFERENCE : 929966 3487A

AUTHORIZATION : *Patricia Pizots*

COST LIMIT : \$ 125.00

ORDER DATE : December 13, 2000

ORDER TIME : 10:37 AM

ORDER NO. : 929966-005

CUSTOMER NO: 3487A

CUSTOMER: Troy Myers, Esq  
Icard Merrill Cullis Timm  
Furen & Ginsburg, PA  
Suite 600  
2033 Main Street  
Sarasota, FL 34237

RECEIVED  
00 DEC 13 AM 11:33  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: STONEGATE APARTMENTS  
(ARCADIA), L.L.C.

700003499777--8

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116  
EXAMINER'S INITIALS:

APPROVED AND FILED  
00 DEC 13 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*KB*  
*12-13-00*

**ARTICLES OF ORGANIZATION  
OF  
STONEGATE APARTMENTS (ARCADIA), L.L.C.**

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

ARTICLE I - NAME

The name of the limited liability company shall be:

**STONEGATE APARTMENTS (ARCADIA), L.L.C.**

(hereinafter referred to as the "Company")

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is:

4333 South Tamiami Trail  
Sarasota, Florida 34231

ARTICLE III - PURPOSE AND POWER

The business of the Company shall be to carry on any lawful business or activity in accordance with applicable law, and to have and exercise all of the powers, rights and privileges which a limited liability company organized pursuant to the Florida Act may have and exercise. Title to real estate and to other assets acquired by the Company shall be held in the name of the Company. In carrying out the purposes of the Company, but subject to all other provisions of this Agreement, the Company shall have all powers and rights of a limited liability company organized under the Florida Act, to the extent such powers and rights are not proscribed by the Articles.

ARTICLE IV - 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 be perpetual, unless the Company is earlier dissolved in accordance with the Florida Act.

ARTICLE V - REGISTERED AGENT

The name and address of the Company's initial registered agent for service of process in the State of Florida is:

09 DEC 13 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED

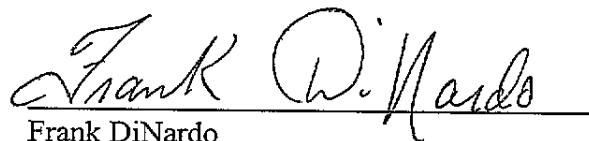
Troy H. Myers, Jr.  
2033 Main Street Suite 600  
Sarasota, Florida 34237

ARTICLE VI - MANAGEMENT

The Company shall be managed by a designated Manager as provided in the Operating Agreement. The name and address of the initial manager of the Company is:

Frank DiNardo  
4333 South Tamiami Trail  
Sarasota, Florida 34231

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Sarasota, Florida on this November 22, 2000.

  
\_\_\_\_\_  
Frank DiNardo  
Manager

00 DEC 13 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR**

**STONEGATE APARTMENTS (ARCADIA), L.L.C.**

Having been named to accept service of process for the above stated limited liability company, at the place designated in the company's Articles of Organization, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

DATED: November 22, 2000



Troy H. Myers, Jr.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVAL  
AND  
FILED