



THE UNITED STATES
CORPORATION
COMPANY

L0000005412

ACCOUNT NO. : 072100000032

REFERENCE : 929966 3487A

AUTHORIZATION :

COST LIMIT : \$ 125.00

Patricia Piguet

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
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TALLAHASSEE, FLORIDA

DOMESTIC FILING

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

700003499777--8

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 13 AM 9:56

APPROVED
AND
FILED

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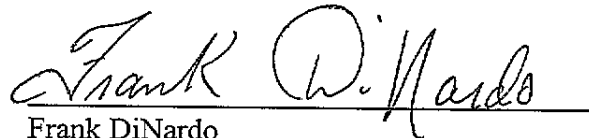
Troy H. Myers, Jr.
2033 Main Street Suite 600
Sarasota, Florida 34237

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

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

**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