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EFFECTIVE DATE

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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LIMITED LIABILITY COMPANY

13856 LILY PAD CIRCLE, L.L.C.,

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

Prepared By & Return To:
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ARTICLES
OF
ORGANIZATION
OF
13856 LILY PAD CIRCLE, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I
Name
13856 LILY PAD CIRCLE, L.L.C.

EFFECTIVE DATE
12-22-00

ARTICLE II
Address

The street address of the principal office of the company shall 13856 LILY PAD CIRCLE, Fort Myers, Florida 33907. The mailing address of the L. L.C. shall be C/O 1031 Real Estate Exchange Services, L.C. 695 Tarpon Bay Road, #5, Sanibel, Florida 33957.

ARTICLE III

Registered Agent, Registered Office, & Registered Agent's Signature

The name and Florida street address of the registered agent is:

David Owens
695 Tarpon Bay Road, #5
Sanibel, FL 33957

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 and

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accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



David A. Owens

ARTICLE IV
Management

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

ARTICLE V
Effective Date

The effective date of the beginning of business of this Limited Liability Company shall be December 22, 2000



David A. Owens, President of 1031 Real Estate Exchange Services, L.L.C.

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