

Division of Corporations

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AL

LIMITED LIABILITY COMPANY

STONEGATE DENVER, L.L.C.

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PREPARED BY AND RETURN TO:

Albert N. Proujansky, Esq.
11500 El Clair Ranch Road
Boynton Beach, FL 33437
(561) 737-5805
Florida Bar Number 380628

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**ARTICLES OF ORGANIZATION
OF
STONEGATE DENVER, L.L.C.**

The undersigned subscriber, desiring to form a Limited Liability Company under Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

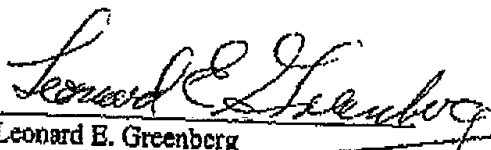
1. **Name.** The name of the company shall be **STONEGATE DENVER, L.L.C.**
2. **Duration.** The duration of the company shall be perpetual.
3. **Mailing and Street Address.** The mailing and street address of the principal office is 11500 El Clair Ranch Road, Boynton Beach, Florida 33437.
4. **Registered Agent.** The initial registered agent of the Company shall be Leonard E. Greenberg, whose address is 11500 El Clair Ranch Road, Boynton Beach, Florida 33437.
5. **Additional Members.** Additional members may be admitted with the approval of a majority of the votes of the members at a meeting duly called for that purpose or by written certificate signed by persons holding voting power which is at least more than 50 percent of the votes that could be cast by all the members of the Company.
6. **Manager.** The Company is to be managed by Leonard E. Greenberg, whose address is 11500 El Clair Ranch Road, Boynton Beach, Florida 33437, until the first annual meeting of members, or until his successor is elected and qualified.

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7. Continuation. In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, the business of the Company shall be continued by the remaining members.

In Witness Whereof, the undersigned, a member of the Company, has hereunto set his hand and seal this 20th day of December, 2000.

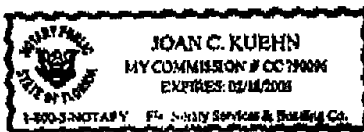

Leonard E. Greenberg

State of Florida
County of Palm Beach

The foregoing instrument was acknowledged before me this 20th day of December, 2000 by Leonard E. Greenberg, who is personally known to me.

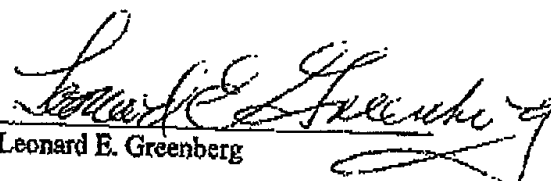

Notary Public

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned accepts appointment as registered agent of Stonegate Denver, L.L.C.
The undersigned is familiar with, and accepts the obligations of that position.


Leonard E. Greenberg

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