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January 12, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Woods Edge Villas LLC

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

APPROVED AND FILED
 01 JAN 12 AM 11:04
 RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 01 JAN 12 AM 10:02
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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***155.00 ***155.00

JB
1-12-01

ARTICLES OF ORGANIZATION

OF

WOODS EDGE VILLAS LLC

1. The undersigned organizer hereby forms a Limited Liability Company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

1. The name of the Limited Liability Company ("Company") shall be:

WOODS EDGE VILLAS LLC

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

1. The address of the principal place of business of this Company shall be 111 Calloway Ct., Suite 202, Bowling Green, KY 42103, and the mailing address of the Company shall be the same.

ARTICLE III. TERM OF EXISTENCE

1. This Company shall commence its existence on the date these Articles are filed, pursuant to Florida Statutes Section 608.409; and shall exist until December 31, 2025 or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE IV. NATURE OF BUSINESS

1. This Company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. NEW MEMBERS

1. No new members shall be admitted without the consent of sixty-six percent (66%) of existing members.

18 JAN 12 AM 11:04
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AND
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ARTICLE VI. CONTINUATION OF COMPANY

1. Remaining members of this Company shall 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 event that terminates the continual membership of a member in the limited liability company, upon the sixty-six percent (66%) vote of the remaining members.

ARTICLE VII. MANAGEMENT

1. The Company shall be managed by its managers pursuant to Florida Statutes Section 608.422. The name and address of the manager is as follows:

Barry McIntosh
111 Calloway Court
Suite 202
Bowling Green, KY 42103

ARTICLE VIII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

1. The name of the initial registered agent of the Company is R. Scott Price, Esquire.
69900001048

2. The street address of the initial registered office of the Company shall be PRICE, SIKET & SOLIS, LLP, 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105. The mailing address shall be PRICE, SIKET & SOLIS, LLP, 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105.

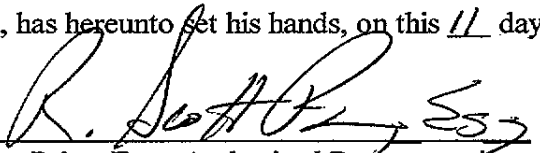
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ARTICLE IX. ORGANIZER

1. The name and street address of the Organizer to these Articles of Organization is:

R. Scott Price, Esquire
Price, Siket & Solis, LLP
2640 Golden Gate Parkway
Suite 115
Naples, FL 34105

IN WITNESS WHEREOF, the undersigned, has hereunto set his hands, on this 11 day of
January, 2001.



R. Scott Price, Esq., Authorized Representative

STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared R. Scott Price, Esq., who was not sworn and who is personally known to me as the person who executed these Articles of Organization, and he acknowledged before me that as his free act he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 11th day of January 2001.



Notary Public
My Commission Expires:




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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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AND
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ACCEPTANCE:

I agree, as Registered Agent, to accept service of process; to keep my office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with and accept the obligations of my position as registered agent.

WITNESS my hand this 11 of January, 2001 in the City of Naples, State of Florida.


R. Scott Price, Esq.
Registered Agent

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