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January 8, 2000

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **VILLAGE GROVE APARTMENTS, LLC**

200003530032--4
-01/09/01--01081--003
***160.00 ***160.00

Dear Sir or Madam:

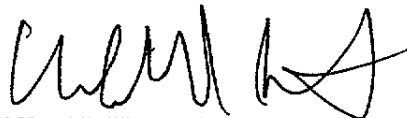
L-1-766

Enclosed for filing please find one original and one copy of the Articles of Organization for VILLAGE GROVE APARTMENTS, LLC. Also enclosed is this firm's check in the amount of \$160.00 to cover the filing fee, designation of registered agent, a certified copy of the Articles, and a Certificate of Status. Please return the certified Articles and the Certificate of Status to us in the enclosed self-addressed return envelope.

Thank you for your attention to this matter. Please call if you have any questions.

Sincerely,

BROAD AND CASSEL



Clifford I. Hertz, P.A.

CIH:cks
Enclosures

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FILED
01 JAN -9 PM 3:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
VILLAGE GROVE APARTMENTS, LLC**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I – NAME

The name of this limited liability company shall be Village Grove Apartments, LLC.

ARTICLE II – ADDRESS

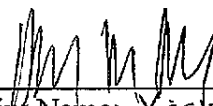
The mailing address and street address of the principal office of the limited liability company is 319 Clematis Street, Suite 901, West Palm Beach, FL 33401, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III – INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent are:

The Richman Group of Florida, Inc.
319 Clematis Street #901
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
this 28th day of December, 2000.


Print Name: Kristin N. Dille
Title: VP
Authorized Representative of
The Richman Group of Florida, Inc.,
Member ~~Officer~~

(In accordance with Section 608.408(3),
Florida Statutes, the execution of this
affidavit constitutes an affirmation under the
penalties of perjury that the facts stated
herein are true.)

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TALLAHASSEE
FLORIDA
SECRETARY OF STATE


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Village Grove Apartments, LLC.
2. The name and the Florida street address of the registered agent are:

The Richman Group of Florida, Inc.
319 Clematis Street, Suite 901
West Palm Beach, FL 33401

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 accept the obligations of my position as registered agent.



Print Name: Todd Fabbrì
Title: Asst. V. P.

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TALLAHASSEE FLORIDA