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W01-2346

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January 26, 2001

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***155.00 ***155.00

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
Attention: Corporate Specialists
409 East Gaines Street
Tallahassee, Florida 32314

Re: Cedar Ridge Apartments, L.L.C.

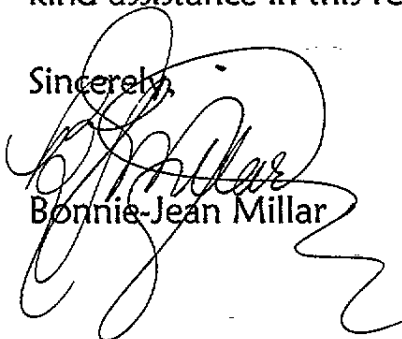
To Whom It May Concern:

I have enclosed with this letter, duplicate original Articles of Organization for Cedar Ridge Apartments, L.L.C. along with the required filing fee and certified copy fee totaling \$155.00.

Time is of the essence in this matter, and I will appreciate your assistance in getting these documents filed as quickly as possible. I have therefore enclosed a prepaid Federal Express airbill and envelope for return of the certified copy.

If you have any questions concerning the enclosed, please contact me at the number on this letterhead. Thanking you in advance for your kind assistance in this regard,

Sincerely,



Bonnie-Jean Millar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 31, 2001

BONNIE-JEAN MILLAR
1217 SW 11TH AVENUE
GAINESVILLE, FL 32601

SUBJECT: CEDAR RIDGE APARTMENTS, L.L.C.
Ref. Number: W01000002346

We have received your document for CEDAR RIDGE APARTMENTS, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 601A00005827

**ARTICLES OF ORGANIZATION
OF
CEDAR RIDGE APARTMENTS, L.L.C.**

Article I – Name and Address

The name of this limited liability company is Cedar Ridge Apartments, L.L.C. The mailing address for this limited liability company is 1217 S.W. 11th Avenue, Gainesville, Florida 32601. The principal office address of the limited liability company is 1217 S.W. 11th Avenue, Gainesville, Florida 32601.

Article II – Duration

This limited liability company shall have a perpetual existence, commencing on the date of filing those articles with the Department of State.

Article III – Management

The limited liability company is to be managed by the members and the names and addresses of the managing members are:

Harold A. Lyons, 1217 S.W. 11th Avenue, Gainesville, Florida 32601
Bonnie-Jean Millar, 1217 S.W. 11th Avenue, Gainesville, Florida 32601
Daniel S. Lyons, 609 S.W. 12th Street, Gainesville, Florida 32601

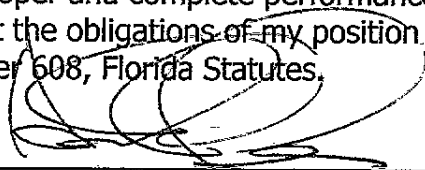
**Article IV – Registered Agent, Registered Office
& Registered Agent's Signature**

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

Harold A. Lyons
1217 SW 11th Avenue, Gainesville, Florida 32601

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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 as provided for in Chapter 608, Florida Statutes.


Registered Agent, Harold A. Lyons

Article V – Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admission shall be with the approval of all other existing members.

Article VI – Members Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be to continue the business with the approval of all remaining members.


Harold A. Lyons, Member

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.